

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ZISKIN IAN V</u> (Last) (First) (Middle) <u>1840 CENTURY PARK EAST</u> (Street) <u>LOS ANGELES CA 90067</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2006</u>	3. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [NOC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Corp VP & Chf HR & Adm Ofcr</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,600 ⁽¹⁾	D	
Common Stock	2,533.03	I	See footnote. ⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right-to-Buy)	06/16/2004 ⁽³⁾	06/16/2013	Common Stock	8,000	43.56	D	
Stock Option (Right-to-Buy)	08/20/2004 ⁽³⁾	08/20/2013	Common Stock	10,000	47.11	D	
Stock Option (Right-to-Buy)	06/14/2005 ⁽³⁾	06/14/2014	Common Stock	10,000	52.485	D	
Stock Option (Right-to-Buy)	11/02/2006 ⁽⁴⁾	11/02/2015	Common Stock	10,000	54.2	D	

Explanation of Responses:

- Total includes 4,600 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 8/20/03, with a valuation of performance measurement period ("measurement period") ending 12/31/06; 1,000 unvested RPSRs granted under the 2001 LTISP on 11/2/05, with a measurement ending 12/31/06; 5,000 unvested RPSRs granted under the 2001 LTISP on 2/16/05, with a measurement period ending 12/31/07; and 2,000 unvested RPSRs granted under the 2001 LTISP on 11/2/05, with the measurement period ending 12/31/07. Grants awarded pursuant to Rule 16b-3(d).
- Held in Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of December 30, 2005. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.
- This option was vested and exercisable on 9/30/05 pursuant to board of directors resolution dated 5/16/05, approving acceleration of options granted prior to 9/30/05.
- This option was granted on 11/2/05 and vests in four annual equal installments commencing from grant date.

/s/ Kathleen M. Salmas,
Attorney-in-fact for Ian V. Ziskin 01/06/2006

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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