STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filing 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
NUSSBAUM JAY H
1840 CENTURY PARK EAST
LOS ANGELES CA 90067

2. Issuer Name and Ticker or Trading Symbol
NORTHROP GRUMMAN CORP /DE/ [ NOC ]

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2004

4. If Amendment, Date of Original Filed (Month/Day/Year)
02/10/2004

5. Relationship of Reporting Person(s) to Issuer
X Director 10% Owner
Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person
Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 5)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/09/2004</td>
<td>02/09/2004</td>
<td>3(1)</td>
<td>A</td>
<td>400</td>
<td>601</td>
<td>I</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/09/2004</td>
<td>02/09/2004</td>
<td>3(1)</td>
<td>A</td>
<td>171</td>
<td>311</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/09/2004</td>
<td>02/09/2004</td>
<td>3(1)</td>
<td>A</td>
<td>601</td>
<td>912</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>0(5)</td>
<td>I</td>
<td></td>
<td></td>
<td>See footnote (2)</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 5)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Derivative Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td></td>
<td>Code (V)</td>
<td>Amount (A) or (D)</td>
<td>Date Exercisable Expiration Date</td>
<td>Title and Number of Shares</td>
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</tbody>
</table>

Explanation of Responses:
1. Represents shares of common stock deferred into stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors in a transaction exempt pursuant to Rule 16b-3.
2. Represents shares of common stock held in a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors in a transaction exempt pursuant to Rule 16b-3.
4. Distribution of shares pursuant to the 1993 Stock Plan for Non-Employee Directors from stock unit account into which shares had previously been deferred. This transaction is exempt pursuant to Rule 16b-3.
5. Zero share balance in stock unit account following transactions described in preceding footnotes 1, 3 and 4.

Kathleen M. Salmas, Attorney-in-fact for Jay H. Nussbaum
03/22/2004

** 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 4 (b)(v).


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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.