

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>NOSKI CHARLES H</u> (Last) (First) (Middle) <u>1840 CENTURY PARK EAST</u> (Street) <u>LOS ANGELES CA 90067</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [NOC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Corp. VP & CFO
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/01/2003</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>12/02/2003</u>	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/01/2003	12/01/2003	A		57,000	A	\$92.46	57,000 ⁽¹⁾	D	
Common Stock								226	I	See footnote. ⁽²⁾
Common Stock								715	I	See footnote. ⁽³⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$92.46	12/01/2003	12/01/2003	A		45,000		12/01/2004 ⁽⁴⁾	12/01/2013	Common Stock	45,000	45,000	D	

Explanation of Responses:

- Total includes 33,000 unvested Restricted Stock Rights granted pursuant to the 2001 Long Term Incentive Stock Plan (LTISP) vesting in three equal annual installments of 11,000 on 12/1/04, 12/1/05 and 12/1/06; 24,000 Restricted Performance Stock Rights (RPSRs) granted under the 2001 LTISP as to which the measurement period for the installments is 1/1/04 to 12/31/06 with performance determined subsequent thereto with delivery of shares made 2/18/07.
- Shares held in "The Charles H. Noski and Lisa J. Noski Revocable Trust."
- Represents shares of common stock deferred into a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors in a transaction exempt pursuant to Rule 16b-3.
- The option vests in four equal annual installments commencing on December 1, 2004.

Kathleen M. Salmas, Attorney- 03/22/2004
in-fact for Charles H. Noski

** 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).

** 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.

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.