FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Instruction 1(b).	onande. See	Filed	pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940		<u>[</u>	Tiours per respon	ilse. 0.5
1. Name and Address of Reporting Person*  LIVANOS ALEXANDER C  (Last) (First)  1840 CENTURY PARK EAST			Issuer Name and Ticker or Trading Symbol     NORTHROP GRUMMAN CORP /DE/     NOC ]      In Date of Earliest Transaction (Month/Day/Year)     03/04/2008				10% Owner Other (specify below)
(Street) LOS ANGELES (City)	CA (State)	90067 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	Form filed I	/Group Filing (C by One Reportir by More than O	•

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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	03/04/2008		S		200	D	\$80.227	73,000(1)	D		
Common Stock	03/04/2008		S		100	D	\$80.23	72,900(1)	D		
Common Stock	03/04/2008		S		200	D	\$80.24	72,700(1)	D		
Common Stock	03/04/2008		S		200	D	\$80.25	72,500(1)	D		
Common Stock	03/04/2008		S		100	D	\$80.29	72,400(1)	D		
Common Stock	03/04/2008		S		200	D	\$80.3	72,200(1)	D		
Common Stock	03/04/2008		S		100	D	\$80.31	72,100(1)	D		
Common Stock	03/04/2008		S		1,700	D	\$80.32	70,400(1)	D		
Common Stock	03/04/2008		S		300	D	\$80.33	70,100(1)	D		
Common Stock	03/04/2008		S		187	D	\$80.335	69,913(1)	D		
Common Stock	03/04/2008		S		213	D	\$80.34	69,700(1)	D		
Common Stock	03/04/2008		S		800	D	\$80.35	68,900(1)	D		
Common Stock	03/04/2008		S		1,700	D	\$80.36	67,200(1)	D		
Common Stock	03/04/2008		S		1,200	D	\$80.39	66,000(1)	D		
Common Stock	03/04/2008		S		500	D	\$80.4	65,500(1)	D		
Common Stock	03/04/2008		S		100	D	\$80.42	65,400(1)	D		
Common Stock	03/04/2008		S		2,000	D	\$80.43	63,400(1)	D		
Common Stock	03/04/2008		S		237	D	\$80.44	63,163(1)	D		
Common Stock	03/04/2008		S		200	D	\$80.445	62,963(1)	D		
Common Stock	03/04/2008		S		1,100	D	\$80.45	61,863(1)	D		
Common Stock	03/04/2008		S		100	D	\$80.46	61,763(1)	D		
Common Stock	03/04/2008		S		9,100	D	\$80.5	52,663(1)	D		
Common Stock	03/04/2008		S		5,263	D	\$81	47,400(1)	D		

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)

3. Transaction 2. Conversion or Exercise Price of Derivative Security (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 6. Date Exercisable and Expiration Date (Month/Day/Year)

7. Title and Amount of 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)

		Та	ble II - Deriva (e.g., p				•	ired, Disp options,	onvertib		lor 🗗	y Owned			
1. Title of	2.	3. Transaction	3A. Deemed	<b>€</b> ode		(5A)Nu	m <b>(150e)</b> r	Expertise library				8. Price of	9. Number of	10.	11. Nature
(Instr. 3) 1. Total inclu period ("mea	of Exespises Price of Derivative Surement period	e(Month/Day/Year) ested Restricted Perfolion ') ending on 12/31/0	(Month/Day/Year) ormance Stock Right 08; 16,000 unvested I	<b>Code (</b> <b>8)</b> s (RPSR RPSRs g	s) grant ranted u	Deriva Secur Acqui	ities rige 2 red e 2001	Expiration Do   (Month/Day/)     Month/Day/)   Month/Day/)   Month/Day/)   Month/Day/)   Month/Day/)   Month/Day/)	<b>(ear)</b> n Incentive Sto /07 with the m	Amour Securit Underl Derivati	ies	Derivative Security (Instr. 5) 15/06 With nding on 12/3	derivative Securities Beneficially A Quiton of per Owned 11,400	Ownership Form: Direct (D) formance meas or indirect u(i) (instr. 4)	of Indirect Beneficial Ownership Girenent (Instr. 4) Rs granted
Remarks	1SP on 2/2//08,	with the measureme	nt period ending on 1	2/31/10	. Grants	of (D) (Instr.	કુ <b>ને</b> તાં ાડા 3, 4	lant to Rule 16	D-3(d).	and 4)			Reported Transaction(s) (Instr. 4)		
											en M. Sa in-fact fo		<u>ler</u> <u>03/06/200</u>	<u> </u> <u> 8</u>	
			class of securities				irectly ( <b>D)</b>	o <b>Date</b> irectly. Exercisable			or Report Number of Shares	ing Person	Date		

<sup>\*</sup> If the form is filed by more than one reporting person, see Institute 1881 \( \frac{1}{2} \) (v) (A) (D) Exercisable Date 11ttle Shart S

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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