

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>RABINOWITZ MARK</u> (Last) (First) (Middle) 1840 CENTURY PARK EAST (Street) LOS ANGELES CA 90067 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/01/2007	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) Corp. VP & Treasurer	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 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	12,757 ⁽¹⁾	D	
Common Stock	732.752	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				
Stock Option (Right-to-Buy)	08/20/2003 ⁽³⁾	08/20/2012	Common Stock 2,100	57.4	D	
Stock Option (Right-to-Buy)	08/20/2004 ⁽⁴⁾	08/20/2013	Common Stock 3,000	47.11	D	
Stock Option (Right-to-Buy)	06/14/2005 ⁽⁵⁾	06/14/2014	Common Stock 4,000	52.485	D	

Explanation of Responses:

- Total includes 1,800 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/16/05 with a valuation of performance measurement period ("measurement period") ending on 12/31/07; 2,000 unvested RPSRs granted under the LTISP on 2/15/06 with a measurement period ending on 12/31/08; 800 unvested RPSRs granted under the LTISP on 6/24/06 with a measurement period ending on 12/31/08; 4,500 unvested RPSRs granted under the LTISP on 2/28/07 with a measurement period ending on 12/31/09; and 1,000 RPSRs granted under the LTISP on 8/1/07 with a measurement period ending on 12/31/09. Grants awarded pursuant to Rule 16b-3(d).
- Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of July 24, 2007. 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 stock option, granted on 8/20/02, becomes exercisable to the extent of one-fourth (25%) of the optioned shares for each year of employment following the date of grant.
- This stock option, granted on 8/20/03, becomes exercisable to the extent of one-fourth (25%) of the optioned shares for each year of employment following the date of grant.
- This stock option, granted on 6/14/04, becomes exercisable to the extent of one-fourth (25%) of the optioned shares for each year of employment following the date of grant.

/s/ Kathleen M. Salmas,
Attorney-in-fact for Mark 08/01/2007
Rabinowitz

** 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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