

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

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

1. Name and Address of Reporting Person* <u>WINTER DONALD C</u> (Last) (First) (Middle) 1840 CENTURY PARK EAST (Street) LOS ANGELES CA 90067 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Corp. VP & Pres., Mission Sys.</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/31/2005	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/31/2005	05/31/2005	M		16,072	A	\$49.85	120,546 ⁽¹⁾	D	
Common Stock	05/31/2005	05/31/2005	M		16,072	A	\$46.67	136,618 ⁽¹⁾	D	
Common Stock	05/31/2005	05/31/2005	M		13,930	A	\$46.79	150,548 ⁽¹⁾	D	
Common Stock	05/31/2005	05/31/2005	S		21,844	D	\$55.44	128,704 ⁽¹⁾	D	
Common Stock	05/31/2005	05/31/2005	S		8,400	D	\$55.52	120,304 ⁽¹⁾	D	
Common Stock	05/31/2005	05/31/2005	S		100	D	\$55.53	120,204 ⁽¹⁾	D	
Common Stock	05/31/2005	05/31/2005	S		128	D	\$55.57	120,076 ⁽¹⁾	D	
Common Stock	05/31/2005	05/31/2005	S		1,672	D	\$55.6	118,404 ⁽¹⁾	D	
Common Stock	05/31/2005	05/31/2005	S		5,600	D	\$55.61	112,804 ⁽¹⁾	D	
Common Stock	05/31/2005	05/31/2005	S		8,200	D	\$55.63	104,604 ⁽¹⁾	D	
Common Stock	05/31/2005	05/31/2005	S		130	D	\$55.69	104,474 ⁽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)	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						Title
Stock Option (Right-to-Buy)	\$49.85	05/31/2005	05/31/2005	M			16,072	02/11/1999	02/11/2008	Common Stock	16,072	\$49.85	0	D	
Stock Option (Right-to-Buy)	\$46.67	05/31/2005	05/31/2005	M			16,072	02/10/2000	02/10/2009	Common Stock	16,027	\$46.67	0	D	
Stock Option (Right-to-Buy)	\$46.79	05/31/2005	05/31/2005	M			13,930	02/04/1998	02/04/2007	Common Stock	13,930	\$46.79	0	D	

Explanation of Responses:

1. Total includes 30,000 Restricted Stock Rights granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/17/04, with 100% vesting on 2/17/08; 16,000 Restricted Performance Stock Rights (RSRs) granted under the 2001 LTISP on 12/18/02, with the valuation of performance measurement period ("measurement period") ending on 12/31/05; 20,000 RPSRs granted under the 2001 LTISP on 8/20/03, with the measurement period ending on 12/31/06; and 24,000 unvested RPSRs granted under the 2001 LTISP on 2/28/05, with the measurement period ending on 12/31/07. Grants awarded pursuant to Rule 16b-3(d).

Kathleen M. Salmas, Attorney-in-fact for Donald C. Winter 06/01/2005

** 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.