

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>FRASER DARRYL M</u>  (Last) (First) (Middle) <u>1840 CENTURY PARK EAST</u>  (Street) <u>LOS ANGELES CA 90067</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>03/15/2008</u>	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) <u>Corp. VP, Communications</u>	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	16,593 <sup>(1)</sup>	D <sup>(1)</sup>	
Common Stock	3,171.37 <sup>(2)</sup>	I	See footnote.

**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)	08/20/2004 <sup>(3)</sup>	08/20/2013	Common Stock	4,000	47.11	D
Stock Option (Right-to-Buy)	06/14/2005 <sup>(4)</sup>	06/14/2014	Common Stock	4,000	52.485	D
Stock Option (Right-to-Buy)	02/27/2009 <sup>(5)</sup>	02/27/2015	Common Stock	16,750	80.82	D

**Explanation of Responses:**

- Total amount includes 4,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/15/06 with a valuation of performance measurement period ("measurement period") ending on 12/31/08; 5,000 unvested RPSRs granted under the 2001 LTISP on 2/28/07 with the measurement period ending on 12/31/09; and 3,650 unvested RPSRs granted under the 2001 LTISP on 2/27/08 with the measurement period ending on 12/31/10. Grants awarded pursuant to Rule 16b-3(d).
- Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of March 14, 2008. 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.
- The option, granted on 8/20/03, became first exercisable on 8/20/04 with vesting schedule of one-fourth (25%) annual installments of the optioned shares commencing from the date of grant. The vesting schedule accelerated to 100% on 9/30/05.
- The option, granted on 6/14/04, became first exercisable on 6/14/05 with vesting schedule of one-fourth (25%) annual installments of the optioned shares commencing from the date of grant. The vesting schedule accelerated to 100% on 9/30/05.
- The option, granted on 2/27/08, vests in three annual installments from the date of the grant and becomes exercisable to the extent of one-third (33%) of the optioned shares on 2/27/09.

Kathleen M. Salmas, Attorney-  
in-fact for Darryl M. Fraser 03/20/2008

\*\* 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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