

LIVANOS ALEXANDER C  
 Form 3  
 February 07, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |   |  |  |   |   |
|---|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â LIVANOS ALEXANDER C</p> <p>(Last) (First) (Middle)</p> <p>1840 CENTURY PARK EAST</p> <p>(Street)</p> <p>LOS ANGELES,Â CAÂ 90067</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/07/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NORTHROP GRUMMAN CORP /DE/ [NOC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___ 10% Owner<br/>                 ___X___ Officer ___ Other<br/>                 (give title below) (specify below)<br/>                 Corp. VP &amp; Pres. Space Tech.</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>__X__ Form filed by One Reporting Person<br/>                 ___ Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 32,000 <sup>(1)</sup>                                    | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of  |  |

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|                                |                           |            |                 | Shares |           | (I)<br>(Instr. 5) |   |
|--------------------------------|---------------------------|------------|-----------------|--------|-----------|-------------------|---|
| Stock Option<br>(Right-to-Buy) | 02/17/2004 <sup>(2)</sup> | 02/17/2013 | Common<br>Stock | 12,000 | \$ 46.09  | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 08/20/2004 <sup>(3)</sup> | 08/20/2013 | Common<br>Stock | 8,000  | \$ 47.11  | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 06/14/2005 <sup>(4)</sup> | 06/14/2014 | Common<br>Stock | 14,000 | \$ 52.485 | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 02/07/2006 <sup>(5)</sup> | 02/07/2015 | Common<br>Stock | 16,000 | \$ 53.1   | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                      |       |
|--|---------------|-----------|--------------------------------------|-------|
|  | Director      | 10% Owner | Officer                              | Other |
| LIVANOS ALEXANDER C<br>1840 CENTURY PARK EAST<br>LOS ANGELES, CA 90067 | Â             | Â         | Â Corp.<br>VP & Pres.<br>Space Tech. | Â     |

## Signatures

Kathleen M. Salmas, Attorney-in-fact for Alexander C.  
Livanos

02/07/2005

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Total includes 5,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 2/17/03, with a valuation of performance measurement period ("measurement period") that commenced 1/1/03, ending 12/31/05; 4,000 unvested RPSRs granted under the 2001 LTISP on 8/20/03 with a measurement period that commenced 1/1/03, ending 12/31/06; 7,000 unvested RPSRs granted under the 2001 LTISP on 2/7/05 with a measurement period that commenced 1/1/05, ending 12/31/06; and 16,000 unvested RPSRs granted under the 2001 LTISP on 2/7/05 with a measurement period that commenced 1/1/05, ending 12/31/07.

(2) The option was granted on 2/17/03 and vests in four equal annual installments commencing on 2/17/04.

(3) The option was granted on 8/20/03 and vests in four equal annual installments commencing on 8/20/04.

(4) The option was granted on 6/14/04 and vests in four equal annual installments commencing on 6/14/05.

(5) The option was granted on 2/7/05 and vests in four equal annual installments commencing on 2/7/06.

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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