

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)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LIVANOS ALEXANDER C | | (Month/Day/Year) | NORTHROP GRUMMAN CORP /DE/ [NOC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/07/2005 | | |
| 1840 CENTURY PARK EAST | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Corp. VP & Pres. Space Tech. | |
| LOS ANGELES,Â CAÂ 90067 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 32,000 ⁽¹⁾ | 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 (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 of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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

Reporting Owners

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