

NORTHROP GRUMMAN CORP /DE/
 Form 4
 February 18, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 SANFORD JAMES L

2. Issuer Name and Ticker or Trading Symbol
 NORTHROP GRUMMAN CORP /DE/ [NOC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1840 CENTURY PARK EAST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/16/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Corp. VP & Treasurer

LOS ANGELES, CA 90067

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D) Code V	Amount	Price	
Common Stock	02/16/2005	02/16/2005	J ⁽¹⁾	1,285	A	\$ 53.99	17,405 ⁽²⁾ D
Common Stock	02/16/2005	02/16/2005	F	1,430	D	\$ 53.99	15,975 ⁽²⁾ D
Common Stock							8,120 ⁽³⁾ D
Common Stock							5,915.23 I

See footnote. ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANFORD JAMES L 1840 CENTURY PARK EAST LOS ANGELES, CA 90067			Corp. VP & Treasurer	

Signatures

Kathleen M. Salmas, Attorney-in-fact for James L. Sanford
Date: 02/18/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The measurement period for this installment of Restricted Performance Stock Rights (RPSRs) ended on 12/31/04, and the payout of those shares and determination of the number of additional shares for the payout was effective 2/16/05.
Total includes 4,000 RPSRs granted under the 2001 Long-Term Incentive Stock Plan LTISP on 8/20/02 with the valuation of performance measurement period ("measurement period") ending on 12/31/05; and 5,000 RPSRs granted under the 2001 LTISP on 8/20/03 with the measurement period ending on 12/31/06. Grants awarded pursuant to Rule 16b-3(d).
- (3) Total includes 5,840 shares held in Reporting Person's own name; 600 shares held in name of Reporting Person's spouse; and 1,680 shares held jointly in the name of Reporting Person and Reporting Person's spouse.
- (4) Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 31, 2005. 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. Total includes 3847.82 shares held in the Plan in the name of the Reporting Person's spouse.

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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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