

HATELEY J MICHAEL
 Form 4
 May 03, 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 *
HATELEY J MICHAEL

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)
04/29/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Corp. VP & Chf. H.R. & Adm Ofr

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/29/2005	04/29/2005	M	3,250 A \$ 26.44	72,085 ⁽¹⁾	D	
Common Stock	04/29/2005	04/29/2005	S	3,250 D \$ 54.2163	68,835 ⁽¹⁾	D	
Common Stock	04/29/2005	04/29/2005	M	8,750 A \$ 44.06	77,585 ⁽¹⁾	D	
Common Stock	04/29/2005	04/29/2005	S	8,750 D \$ 54.09	68,835 ⁽¹⁾	D	
Common Stock	04/29/2005	04/29/2005	M	8,750 A \$ 49.57	77,585 ⁽¹⁾	D	

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Common Stock	04/29/2005	04/29/2005	S	8,750	D	\$ 54.06	68,835 <u>(1)</u>	D
Common Stock	04/29/2005	04/29/2005	M	7,000	A	\$ 39.28	75,835 <u>(1)</u>	D
Common Stock	04/29/2005	04/29/2005	S	7,000	D	\$ 54.3767	68,835 <u>(1)</u>	D
Common Stock	04/29/2005	04/29/2005	M	7,500	A	\$ 47.11	76,335 <u>(1)</u>	D
Common Stock	04/29/2005	04/29/2005	S	7,500	D	\$ 54.6431	68,835 <u>(1)</u>	D

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

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 control number.

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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 (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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right-to-Buy)	\$ 26.44	04/29/2005	04/29/2005	M	3,250	01/03/2001 01/04/2010	Common Stock	3,250
Stock Option (Right-to-Buy)	\$ 44.06	04/29/2005	04/29/2005	M	8,750	12/16/1999 12/17/2008	Common Stock	8,750
Stock Option (Right-to-Buy)	\$ 49.57	04/29/2005	04/29/2005	M	8,750	12/16/1999 12/17/2008	Common Stock	8,750
Stock Option (Right-to-Buy)	\$ 39.28	04/29/2005	04/29/2005	M	7,000	08/15/2002 08/15/2011	Common Stock	7,000
Stock Option (Right-to-Buy)	\$ 47.11	04/29/2005	04/29/2005	M	7,500	08/20/2004 08/20/2013	Common Stock	7,500

