

Edgar Filing: NORTHROP GRUMMAN CORP /DE/ - Form 4

| 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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

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

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Donald C. Winter
 **Signature of Reporting Person
 Date: 05/05/2005

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) Constitutes a transfer of equivalent 2,492.10786 units (3,728.147 shares) of common stock of Northrop Grumman Corporation from the Northrop Grumman Fund ("NG Fund") to another savings vehicle in the Northrop Grumman Savings and Investment Plan, a qualified profit savings plan, leaving a zero balance in the NG Fund, in an Exempt Discretionary Transaction reportable pursuant to Rule 16a-3(g)(3).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.