

ZISKIN IAN V
Form 3
January 06, 2006

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 *

Â ZISKIN IAN V

(Last) (First) (Middle)

1840 CENTURY PARK EAST

(Street)

LOS ANGELES,Â CAÂ 90067

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01/2006

3. Issuer Name **and** Ticker or Trading Symbol

NORTHROP GRUMMAN CORP /DE/ [NOC]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Corp VP & Chf HR & Adm Ofcr

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

12,600 ⁽¹⁾

D

Â

Common Stock

2,533.03

I

See footnote. ⁽²⁾

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

5. Ownership
Form of
Derivative
Security:

6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right-to-Buy)	06/16/2004 ⁽³⁾	06/16/2013	Common Stock	8,000	\$ 43.56	D	Â
Stock Option (Right-to-Buy)	08/20/2004 ⁽³⁾	08/20/2013	Common Stock	10,000	\$ 47.11	D	Â
Stock Option (Right-to-Buy)	06/14/2005 ⁽³⁾	06/14/2014	Common Stock	10,000	\$ 52.485	D	Â
Stock Option (Right-to-Buy)	11/02/2006 ⁽⁴⁾	11/02/2015	Common Stock	10,000	\$ 54.2	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZISKIN IAN V 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Â	Â	Â Corp VP & Chf HR & Adm Ofcr	Â

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Ian V. Ziskin

01/06/2006

**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).

Total includes 4,600 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 8/20/03, with a valuation of performance measurement period ("measurement period") ending 12/31/06; 1,000 unvested RPSRs granted under the 2001 LTISP on 11/2/05, with a measurement ending 12/31/06; 5,000 unvested RPSRs granted under the 2001 LTISP on 2/16/05, with a measurement period ending 12/31/07; and 2,000 unvested RPSRs granted under the 2001 LTISP on 11/2/05, with the measurement period ending 12/31/07. Grants awarded pursuant to Rule 16b-3(d).

(1) Held in Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of December 30, 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.

(2) This option was vested and exercisable on 9/30/05 pursuant to board of directors resolution dated 5/16/05, approving acceleration of options granted prior to 9/30/05.

(3) This option was granted on 11/2/05 and vests in four annual equal installments commencing from grant date.

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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