

NORTHROP GRUMMAN CORP /DE/
Form 4
February 17, 2006

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 *
LIVANOS ALEXANDER C

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

LOS ANGELES, CA 90067

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/15/2006		F		1,787	D	\$ 65.1
Common Stock	02/15/2006		J ⁽²⁾		1,607	A	\$ 65.1
Common Stock	02/15/2006		A		20,000	A	\$ 65.1
							30,213 ⁽¹⁾
							31,820 ⁽¹⁾
							51,820 ⁽³⁾

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

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number.

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 Underlying Security (Instr. 3 and 4)
					Code	V	(A) (D)		
Stock Option (Right-to-Buy)	\$ 65.1	02/15/2006		A		40,000	02/15/2007 ⁽⁴⁾ 02/15/2016	Common Stock	

Reporting Owners

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

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Alexander C. Livanos

02/17/2006

__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) Total includes 4,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 8/20/03 with the valuation of performance measurement period ("measurement period") ending 12/31/06; 7,000 unvested RPSRs granted under the 2001 LTISP on 2/7/05 with the measurement period ending 12/31/06; and 16,000 unvested RPSRs granted under the 2001 LTSIP on 2/7/05 with the measurement period ending 12/31/07.

(2) The measurement period for this installment of Restricted Performance Stock Rights (RPSRs) ended on 12/31/05 and the payout of those shares and determination of the number of additional shares for the payout was effective 2/15/06.

(3) Total includes 4,000 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; 7,000 unvested RPSRs granted under the 2001 LTISP on 2/7/05 with the measurement period ending 12/31/06; 16,000 unvested RPSRs granted under the 2001 LTSIP on 2/7/05 with the measurement period ending 12/31/07; and 20,000 RPSRs granted under the 2001 LTISP on 2/15/06 with the measurement period ending 12/31/08. Grants awarded pursuant to Rule 16b-3(d).

(4) The option vests in four equal annual installments following the date of the grant.

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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