

PETERS AULANA L

Form 4

January 26, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PETERS AULANA 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)
01/24/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	01/24/2005	01/24/2005	J <u>(1)</u>		36 <u>(1)</u>	A \$ 51.29	2,078	I	See footnote. <u>(2)</u>
Common Stock	01/24/2005	01/24/2005	J <u>(3)</u>		294 <u>(3)</u>	A \$ 51.95 <u>(4)</u>	10,012	D	
Common Stock	01/24/2005	01/24/2005	J <u>(5)</u>		418 <u>(5)</u>	A \$ 51.29	10,430 <u>(6)</u>	D	
Common Stock							1,660 <u>(6)</u> <u>(7)</u>	I	See footnote.

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

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(9-02)

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 Following Report Transaction (Instr. 6)
				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
PETERS AULANA L 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	X

Signatures

Kathleen M. Salmas, Attorney-in-fact for Aulana L.
Peters 01/26/2005

__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) Represents shares of common stock deferred into stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors in a transaction exempt pursuant to Rule 16b-3.
- (2) Represents shares of common stock held in a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors in a transaction exempt pursuant to Rule 16b-3.
- (3) Shares distributed pursuant to the 1993 Stock Plan for Non-Employee Directors in transactions exempt under Rule 16b-3.
- (4) Price is based on average FMV for 12 months ended 12/31/04 rounded up to the nearest tenth.
- (5) Distribution of shares pursuant to the 1993 Stock Plan for Non-Employee Directors from stock unit account into which shares had previously been deferred. This transaction is exempt pursuant to Rule 16b-3.

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- (6) Effective June 21, 2004, the common stock of Northrop Grumman Corporation will split 2-for-1. The number of shares and price per share will adjust accordingly on the first day of trading following the June 21, 2004 distribution date.

Represents shares of common stock held in a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directorsm, and

- (7) following the distribution of 418 shares from the stock unit account in above transaction as described in footnote 5. This transaction is exempt pursuant to Rule 16b-3.

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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