#### MULLAN JOHN H

Form 4

February 22, 2006

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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 See Instruction

burden hours per 0.5 response...

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MULLAN JOHN H		2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
		NORTHROP GRUMMAN CORP /DE/ [NOC]				
(Last) (First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Specify Other (specify			
1840 CENTURY PA	RK EAST	02/21/2006	below) below)  Corp. VP & Secretary			
(Street	()	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
LOG ANGELEG GA	00065	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			

Person

#### LOS ANGELES, CA 90067

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/21/2006		M(1)	2,897	A	\$ 51.95	45,016 <u>(2)</u>	D	
Common Stock	02/21/2006		M <u>(1)</u>	1,987	A	\$ 51.95	47,003 (2)	D	
Common Stock	02/21/2006		M <u>(1)</u>	2,884	A	\$ 51.95	49,887 (2)	D	
Common Stock	02/21/2006		M(1)	2,954	A	\$ 54.9	52,841 (2)	D	
Common Stock	02/21/2006		M(1)	325	A	\$ 28.25	53,166 (2)	D	

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Common Stock	02/21/2006	M <u>(1)</u>	229	A	\$ 51.95	53,395 (2)	D
Common Stock	02/21/2006	M <u>(1)</u>	225	A	\$ 51.95	53,620 (2)	D
Common Stock	02/21/2006	M(1)	220	A	\$ 54.9	53,840 (2)	D
Common Stock	02/21/2006	M(1)	2,000	A	\$ 39.28	55,840 (2)	D
Common Stock	02/21/2006	M(1)	3,357	A	\$ 51.95	59,197 (2)	D
Common Stock	02/21/2006	M(1)	1,686	A	\$ 51.95	60,883 (2)	D
Common Stock	02/21/2006	M <u>(1)</u>	2,300	A	\$ 57.4	63,183 (2)	D
Common Stock	02/21/2006	M(1)	2,000	A	\$ 47.11	65,183 <u>(2)</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.

SEC 1474 (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. Transactio Code (Instr. 8)	5. Number of onDerivative 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 (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
				Code V	(A)	(D)			~
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006		$M_{\underline{(1)}}$		2,897	02/25/2005	12/17/2006	Commor Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006		A(1)	2,515		08/21/2006(3)	12/17/2006	Commor Stock
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006		M(1)		1,987	02/25/2005	12/17/2008	Commor Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006		A(1)	1,765		08/21/2006(3)	12/17/2008	Commor Stock

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Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006	M <u>(1)</u>		2,884	02/25/2005	12/16/2008	Commor Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	A <u>(1)</u>	2,504		08/21/2006(3)	12/16/2008	Commor Stock
Stock Option (Right-to-Buy)	\$ 54.9	02/21/2006	$M_{\underline{(1)}}$		2,954	08/01/2002	12/17/2008	Commor Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	A(1)	2,651		08/21/2006(3)	12/17/2008	Commor Stock
Stock Option (Right-to-Buy)	\$ 28.25	02/21/2006	M <u>(1)</u>		325	11/22/2001	11/22/2009	Commor Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	A <u>(1)</u>	224		08/21/2006(3)	11/22/2009	Commor Stock
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006	$M_{\underline{(1)}}$		229	02/25/2005	11/22/2009	Commor Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	A <u>(1)</u>	203		08/21/2006(3)	11/22/2009	Commor Stock
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006	M <u>(1)</u>		225	02/25/2005	11/22/2009	Commor Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	A(1)	195		08/21/2006(3)	11/22/2009	Commor Stock
Stock Option (Right-to-Buy)	\$ 54.9	02/21/2006	M <u>(1)</u>		220	08/01/2002	11/23/2009	Commor Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	A(1)	196		08/21/2006(3)	11/23/2009	Commor Stock
Stock Option (Right-to-Buy)	\$ 39.28	02/21/2006	M <u>(1)</u>		2,000	08/15/2002	08/15/2011	Commor Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	A <u>(1)</u>	1,487		08/21/2006(3)	08/15/2011	Commor Stock
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006	M <u>(1)</u>		3,357	02/25/2005	08/15/2011	Commor Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	A(1)	2,915		08/21/2006(3)	08/15/2011	Commor Stock
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006	M <u>(1)</u>		1,686	02/25/2005	08/15/2011	Commor Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	A(1)	1,464		08/21/2006(3)	08/15/2011	Commor Stock
Stock Option (Right-to-Buy)	\$ 57.4	02/21/2006	M <u>(1)</u>		2,300	08/20/2003	08/20/2012	Commor Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	A(1)	2,120		08/21/2006(3)	08/20/2012	Commor Stock
	\$ 47.11	02/21/2006	$\mathbf{M}^{(1)}$		2,000	08/20/2004	08/20/2013	

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**Stock Option** Common (Right-to-Buy) Stock

**Stock Option**  $A^{(1)}$ 08/21/2006(3) 08/20/2013 \$ 65.3 02/21/2006 1,641

(Right-to-Buy)

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

**MULLAN JOHN H** 1840 CENTURY PARK EAST LOS ANGELES, CA 90067

Corp. VP & Secretary

Common

Stock

## **Signatures**

/s/ Kathleen M. Salmas, Attorney-in-fact for John H. 02/22/2006 Mullan

> \*\*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).
- Stock-swap exercise and reload of grant of non-qualified stock options; and disposition of shares upon tax withholding in a transaction **(1)** exempt under Rule 16b-3(d)(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 on 12/31/06; 4,000 RPSRs granted under the 2001 LTISP on 2/28/05 with the measurement period ending on 12/31/07; and 6,000 RPSRs granted under the 2001 LTISP on 2/15/06 with the measurement period ending on 12/31/08. Grants awarded pursuant to Rule 16b-3(d).
- (3) The "reload" option vests in six months following the date of the reload option grant.

#### **Remarks:**

This is one of two Form 4s in related transactions on the event date February 21, 2006.

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.

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