

O BRIEN ROSANNE P  
 Form 4  
 March 06, 2008

**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 \*  
**O BRIEN ROSANNE P**

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)  
**03/04/2008**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Corp. VP, Communications

**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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/04/2008		S		100	D	\$ 80.12
					52,814	(1)	D
Common Stock	03/04/2008		S		400	D	\$ 80.13
					52,414	(1)	D
Common Stock	03/04/2008		S		300	D	\$ 80.14
					52,114	(1)	D
Common Stock	03/04/2008		S		700	D	\$ 80.15
					51,414	(1)	D
Common Stock	03/04/2008		S		400	D	\$ 80.16
					51,014	(1)	D

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Common Stock	03/04/2008	S	100	D	\$ 80.165	50,914 <u>(1)</u>	D
Common Stock	03/04/2008	S	2,300	D	\$ 80.17	48,614 <u>(1)</u>	D
Common Stock	03/04/2008	S	900	D	\$ 80.18	47,714 <u>(1)</u>	D
Common Stock	03/04/2008	S	2,700	D	\$ 80.19	45,014 <u>(1)</u>	D
Common Stock	03/04/2008	S	100	D	\$ 80.195	44,914 <u>(1)</u>	D
Common Stock	03/04/2008	S	700	D	\$ 80.2	44,214 <u>(1)</u>	D
Common Stock	03/04/2008	S	300	D	\$ 80.21	43,914 <u>(1)</u>	D
Common Stock	03/04/2008	S	100	D	\$ 80.218	43,814 <u>(1)</u>	D
Common Stock	03/04/2008	S	100	D	\$ 80.23	43,714 <u>(1)</u>	D
Common Stock	03/04/2008	S	3,000	D	\$ 80.33	40,714 <u>(1)</u>	D
Common Stock	03/04/2008	S	4,300	D	\$ 80.335	36,414 <u>(1)</u>	D
Common Stock	03/04/2008	S	200	D	\$ 80.36	36,214 <u>(1)</u>	D
Common Stock	03/04/2008	S	400	D	\$ 80.365	35,814 <u>(1)</u>	D
Common Stock	03/04/2008	S	300	D	\$ 80.385	35,514 <u>(1)</u>	D
Common Stock	03/04/2008	S	400	D	\$ 80.4	35,114 <u>(1)</u>	D
Common Stock	03/04/2008	S	200	D	\$ 80.41	34,914 <u>(1)</u>	D
Common Stock	03/04/2008	S	200	D	\$ 80.415	34,714 <u>(1)</u>	D
Common Stock	03/04/2008	S	2,200	D	\$ 80.42	32,514 <u>(1)</u>	D
Common Stock	03/04/2008	S	3,000	D	\$ 80.43	29,514 <u>(1)</u>	D
Common Stock	03/04/2008	S	100	D	\$ 80.44	29,414 <u>(1)</u>	D
	03/04/2008	S	800	D		28,614 <u>(1)</u>	D

Common Stock \$ 80.445

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

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**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 Transaction (Instr. 3)
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## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

O BRIEN ROSANNE P  
1840 CENTURY PARK EAST  
LOS ANGELES, CA 90067

Corp. VP, Communications

## Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Rosanne P. O'Brien

03/06/2008

\_\_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 10,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/15/06 with the valuation performance measurement period ("measurement period") ending on 12/31/08; and 8,000 unvested RPSRs granted under the 2001 LTISP on 2/28/07 with the measurement period ending on 12/31/09. Grants awarded pursuant to Rule 16b-3(d).

**Remarks:**

This is one of two Form 4s to accommodate a total of 45 transaction lines reporting in Table I for multiple sale transactions on

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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