

NORTHROP GRUMMAN CORP /DE/  
Form 3  
October 04, 2005

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â PITTS JAMES F                           |         | (Month/Day/Year)                     | NORTHROP GRUMMAN CORP /DE/ [NOC]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer  | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1840 CENTURY PARK EAST                    |         |                                      | (Check all applicable)  |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>Corp VP & Pres, Electron. Sys. |  |
| LOS ANGELES,Â CAÂ 90067                   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 30,800 <sup>(1)</sup>                                    | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable    Expiration Date                         | Title                      Amount or Number of                                 |  |  |  |

|                                |                           |            |                 | Shares |          | (I)<br>(Instr. 5) |   |
|--------------------------------|---------------------------|------------|-----------------|--------|----------|-------------------|---|
| Stock Option<br>(Right-to-Buy) | 12/16/2000 <sup>(2)</sup> | 12/16/2008 | Common<br>Stock | 14,000 | \$ 49.57 | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 12/16/2000 <sup>(2)</sup> | 12/16/2008 | Common<br>Stock | 14,000 | \$ 44.06 | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 08/15/2002 <sup>(3)</sup> | 08/15/2011 | Common<br>Stock | 10,000 | \$ 39.28 | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 08/20/2003 <sup>(4)</sup> | 08/20/2012 | Common<br>Stock | 15,000 | \$ 57.4  | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 08/20/2004 <sup>(5)</sup> | 08/20/2013 | Common<br>Stock | 16,000 | \$ 47.11 | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 06/14/2005 <sup>(6)</sup> | 06/14/2014 | Common<br>Stock | 18,000 | \$ 52.48 | D                 | Â |
| Stock Option<br>(Right-to-Buy) | 10/01/2006 <sup>(7)</sup> | 10/01/2015 | Common<br>Stock | 12,000 | \$ 54.35 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |  |       |
|--|---------------|-----------|--|-------|
|  | Director      | 10% Owner | Officer                                | Other |
| PITTS JAMES F<br>1840 CENTURY PARK EAST<br>LOS ANGELES, CA 90067 | Â             | Â         | Â Corp VP &<br>Pres, Electron.<br>Sys. | Â     |

## Signatures

Kathleen M. Salmas, Attorney in fact for James F. Pitts  
10/04/2005

\_\_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).

- (1) Total includes 6,800 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 8/20/02 with the valuation of performance measurement period ("measurement period") ending on 12/31/2005; 6,000 unvested RPSRs granted under the 2001 LTISP on 8/20/03 with the measurement period ending on 12/31/06; 7,000 unvested RPSRs granted under the 2001 LTISP on 2/16/05 with the measurement period ending on 12/31/07; 4,200 RPSRs granted under the 2001 LTISP on 10/1/05 with the measurement period ending on 12/31/06; and 6,800 RPSRs granted under the 2001 LTISP on 10/1/05 with the measurement period ending on 12/31/07.
- (2) This option was granted on 12/16/98 and vests in four annual equal installments commencing on the second anniversary following grant date. The first installment vested on 12/16/2000.
- (3) This option was granted on 8/15/01 and vests in four annual equal installments commencing on the first anniversary following the grant date. The first installment vested on 8/15/02.
- (4) This option was granted on 8/20/02 and vests in four annual equal installments commencing on the first anniversary following the grant date. The first installment vested on 8/20/03.

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- (5) This option was granted on 8/20/03 and vests in four annual equal installments commencing on the first anniversary following the grant date. The first installment vested on 8/20/04.
- (6) This option was granted on 6/14/04 and vests in four annual equal installments commencing on the first anniversary following the grant date. The first installment vested on 6/14/05.
- (7) This option was granted on 10/1/05 and vests in four annual equal installments commencing on the first anniversary following the 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. 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.