

SANFORD JAMES L
Form 4
March 01, 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 *
SANFORD JAMES 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)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Corp. VP & Treasurer

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2006

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

LOS ANGELES, CA 90067

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/28/2006		M		10,000	A	\$ 44.06
Common Stock	02/28/2006		M		10,000	A	\$ 49.57
Common Stock	02/28/2006		M		3,900	A	\$ 39.28
Common Stock	02/28/2006		M		6,000	A	\$ 47.11
Common Stock	02/28/2006		S		29,900	D	\$ 65.13

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 44.06	02/28/2006		M	10,000	12/16/2000 12/16/2008	Common Stock 10
Stock Option (Right-to-Buy)	\$ 49.57	02/28/2006		M	10,000	12/16/2000 12/16/2008	Common Stock 10
Stock Option (Right-to-Buy)	\$ 39.28	02/28/2006		M	3,900	08/15/2002 08/15/2011	Common Stock 3
Stock Option (Right-to-Buy)	\$ 47.11	02/28/2006		M	6,000	08/20/2004 08/20/2013	Common Stock 6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANFORD JAMES L 1840 CENTURY PARK EAST LOS ANGELES, CA 90067			Corp. VP & Treasurer	

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for James L. Sanford

03/01/2006

**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 5,000 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; 6,000 unvested

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RPSRs granted under the 2001 LTISP on 2/28/05 with the measurement period ending on 12/31/07; and 8,000 unvested 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).

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.