

O Neill James R
 Form 4
 February 21, 2006

FORM 4

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

OMB APPROVAL

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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 Neill James R

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)
 02/17/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Corp. VP & Pres., Info. Tech.

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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/17/2006		M		13,500 A \$ 57.4	78,460 ⁽¹⁾	D
Common Stock	02/17/2006		M		4,500 A \$ 47.11	82,960 ⁽¹⁾	D
Common Stock	02/17/2006		M		9,000 A \$ 52.485	91,960 ⁽¹⁾	D
Common Stock	02/17/2006		S		3,600 D \$ 65.88	88,360 ⁽¹⁾	D
Common Stock	02/17/2006		S		4,800 D \$ 65.89	83,560 ⁽¹⁾	D

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Common Stock	02/17/2006	S	9,600	D	\$ 65.91	73,960 ⁽¹⁾	D
Common Stock	02/17/2006	S	7,700	D	\$ 65.92	66,260 ⁽¹⁾	D
Common Stock	02/17/2006	S	600	D	\$ 65.93	65,660 ⁽¹⁾	D
Common Stock	02/17/2006	S	200	D	\$ 65.96	65,460 ⁽¹⁾	D
Common Stock	02/17/2006	S	400	D	\$ 65.97	65,060 ⁽¹⁾	D
Common Stock	02/17/2006	S	100	D	\$ 65.98	64,960 ⁽¹⁾	D
Common Stock	02/17/2006	S	7,360	D	\$ 66	57,600 ⁽¹⁾	D
Common Stock	02/17/2006	S	100	D	\$ 66.01	57,500 ⁽¹⁾	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.

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Stock Option (Right-to-Buy)	\$ 57.4	02/17/2006		M	13,500	08/20/2003	08/20/2012	Common Stock	13
Stock Option (Right-to-Buy)	\$ 47.11	02/17/2006		M	4,500	08/20/2004	08/20/2013	Common Stock	4
Stock Option (Right-to-Buy)	\$ 52.485	02/17/2006		M	4,500	06/14/2005	06/14/2014	Common Stock	9

