

NORTHROP GRUMMAN CORP /DE/

Form 4

February 18, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SEYMOUR SCOTT J

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)
02/16/2005

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Corp.VP & Pres.Integrated Sys.

LOS ANGELES, CA 90067

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	02/16/2005	02/16/2005	J ⁽¹⁾	V Amount (A) or (D) Price 6,426 A \$ 53.99	99,270 ⁽²⁾	D	
Common Stock	02/16/2005	02/16/2005	F	7,149 D \$ 53.99	92,121 ⁽²⁾	D	
Common Stock	02/17/2005	02/17/2005	S	7,700 D \$ 53.67	84,421 ⁽²⁾	D	
Common Stock	02/17/2005	02/17/2005	S	200 D \$ 53.69	84,221 ⁽²⁾	D	
Common Stock	02/17/2005	02/17/2005	S	11,305 D \$ 53.7	72,916 ⁽²⁾	D	

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Common Stock 02/17/2005 02/17/2005 S 1,100 D \$ 53.71 71,816 ⁽²⁾ D

Common Stock 1,107.59 I See footnote. ⁽³⁾

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SEYMOUR SCOTT J 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Corp.VP & Pres.Integrated Sys.

Signatures

Kathleen M. Salmas, Attorney-in-fact for Scott J. Seymour 02/18/2005

____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) The measurement period for this installment of Restricted Performance Stock Rights (RPSRs) ended on 12/31/04 and the payout of those shares and determination of the number of additional shares for the payout was effective 2/16/05.

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- (2) Total includes 12,000 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 12/31/05; 20,000 RPSRs granted under the 2001 LTISP on 8/20/03 with the measurement period ending on 12/31/06; and 30,000 RSRs granted under the 2001 LTISP on 2/17/04 with 100% vesting on 2/17/08. Grants awarded pursuant to Rule 16b-3(d).

- (3) Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 31, 2005. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.

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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