

O BRIEN ROSANNE P

Form 4

March 06, 2008

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 *
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
__X__ Officer (give title ____ Other (specify
below) 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)
__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 Ownership Indirect Beneficial 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 ⁽¹⁾	D
Common Stock	03/04/2008	S	2,300	D	\$ 80.17	48,614 ⁽¹⁾	D
Common Stock	03/04/2008	S	900	D	\$ 80.18	47,714 ⁽¹⁾	D
Common Stock	03/04/2008	S	2,700	D	\$ 80.19	45,014 ⁽¹⁾	D
Common Stock	03/04/2008	S	100	D	\$ 80.195	44,914 ⁽¹⁾	D
Common Stock	03/04/2008	S	700	D	\$ 80.2	44,214 ⁽¹⁾	D
Common Stock	03/04/2008	S	300	D	\$ 80.21	43,914 ⁽¹⁾	D
Common Stock	03/04/2008	S	100	D	\$ 80.218	43,814 ⁽¹⁾	D
Common Stock	03/04/2008	S	100	D	\$ 80.23	43,714 ⁽¹⁾	D
Common Stock	03/04/2008	S	3,000	D	\$ 80.33	40,714 ⁽¹⁾	D
Common Stock	03/04/2008	S	4,300	D	\$ 80.335	36,414 ⁽¹⁾	D
Common Stock	03/04/2008	S	200	D	\$ 80.36	36,214 ⁽¹⁾	D
Common Stock	03/04/2008	S	400	D	\$ 80.365	35,814 ⁽¹⁾	D
Common Stock	03/04/2008	S	300	D	\$ 80.385	35,514 ⁽¹⁾	D
Common Stock	03/04/2008	S	400	D	\$ 80.4	35,114 ⁽¹⁾	D
Common Stock	03/04/2008	S	200	D	\$ 80.41	34,914 ⁽¹⁾	D
Common Stock	03/04/2008	S	200	D	\$ 80.415	34,714 ⁽¹⁾	D
Common Stock	03/04/2008	S	2,200	D	\$ 80.42	32,514 ⁽¹⁾	D
Common Stock	03/04/2008	S	3,000	D	\$ 80.43	29,514 ⁽¹⁾	D
Common Stock	03/04/2008	S	100	D	\$ 80.44	29,414 ⁽¹⁾	D
	03/04/2008	S	800	D		28,614 ⁽¹⁾	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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
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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