

NORTHROP GRUMMAN CORP /DE/  
Form 4  
February 23, 2007

**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)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/21/2007

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

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/21/2007                           |  | F                              | D   | \$ 1,787 75.29  | 38,317 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    | 02/21/2007                           |  | J <sup>(2)</sup>               | A   | \$ 1,607 75.29  | 39,924 <sup>(1)</sup>                                    | D                                 |
| Common Stock                    |                                      |  |                                |   |   | 2,280  | I See footnote <sup>(3)</sup>     |
| Common Stock                    |                                      |  |                                |   |   | 6,646.16   | I See footnote <sup>(4)</sup>     |

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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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 |
| SANFORD JAMES L<br>1840 CENTURY PARK EAST<br>LOS ANGELES, CA 90067 |               |           | Corp. VP & Treasurer |       |

## Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for James L. Sanford 02/23/2007

\*\*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 6,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/28/05, with the valuation of performance measurement period ("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).
  - (2) The measurement period for this installment of Restricted Performance Stock Rights (RPSRs) ended on 12/31/06 and the payout of those shares and determination of the number of additional shares for the payout was effective 2/21/07.
  - (3) Total includes 600 shares held in name of Reporting Person's spouse; and 1,680 shares held, jointly, in the name of Reporting Person and Reporting Person's spouse.
  - (4) Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of February 1, 2007. 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

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disposition occurred. The amount includes 4,201.8318 shares held in name of Reporting Person's spouse.

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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