

LIVANOS ALEXANDER C  
 Form 4  
 January 30, 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 \*  
 LIVANOS ALEXANDER C

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)  
 01/27/2006

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

LOS ANGELES, CA 90067  
 (City) (State) (Zip)

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

**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	(D)	Price
Stock Option (Right-to-Buy)	01/27/2006		M		6,000	A	\$ 46.09 38,000
Stock Option (Right-to-Buy)	01/27/2006		M		4,000	A	\$ 47.11 42,000
Stock Option (Right-to-Buy)	01/27/2006		M		3,500	A	\$ 52.485 45,500
Stock Option (Right-to-Buy)	01/27/2006		S		2,100	D	\$ 62.57 43,400
Stock Option (Right-to-Buy)	01/27/2006		S		1,400	D	\$ 62.6 42,000

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Stock Option (Right-to-Buy)	01/27/2006	S	2,600	D	\$ 62.1	39,400	D
Stock Option (Right-to-Buy)	01/27/2006	S	100	D	\$ 62.62	39,300	D
Stock Option (Right-to-Buy)	01/27/2006	S	4,800	D	\$ 62.64	34,500	D
Stock Option (Right-to-Buy)	01/27/2006	S	1,700	D	\$ 62.65	32,800	D
Stock Option (Right-to-Buy)	01/27/2006	S	400	D	\$ 62.7	32,400	D
Stock Option (Right-to-Buy)	01/27/2006	S	400	D	\$ 62.7	32,000	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right-to-Buy)	\$ 46.09	01/27/2006		M	6,000	02/17/2004	02/17/2013	Common Stock	6,000
Stock Option (Right-to-Buy)	\$ 47.11	01/27/2006		M	4,000	08/20/2004	08/20/2013	Common Stock	4,000
Stock Option (Right-to-Buy)	\$ 52.485	01/27/2006		M	3,500	06/14/2005	06/14/2014	Common Stock	3,500

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

