

HELM ROBERT W
Form 4
February 23, 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 *
HELM ROBERT W

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)
02/22/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Corp.VP, Government Relations

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/22/2006 | | M | 21,000 A \$ 40.25 | 107,551 ⁽¹⁾ | D | |
| Common Stock | 02/22/2006 | | M | 25,000 A \$ 44.06 | 132,551 ⁽¹⁾ | D | |
| Common Stock | 02/22/2006 | | S | 1,900 D \$ 65.97 | 130,651 ⁽¹⁾ | D | |
| Common Stock | 02/22/2006 | | S | 10,000 D \$ 66 | 120,651 ⁽¹⁾ | D | |
| Common Stock | 02/22/2006 | | S | 100 D \$ 66.03 | 120,551 ⁽¹⁾ | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|------------------------|---|
| Common Stock | 02/22/2006 | S | 100 | D | \$ 66.04 | 120,451 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 5,900 | D | \$ 66.05 | 114,551 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 600 | D | \$ 66.09 | 113,951 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 19,200 | D | \$ 66.1 | 94,751 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 3,000 | D | \$ 66.11 | 91,751 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 200 | D | \$ 66.12 | 91,551 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 1,800 | D | \$ 66.13 | 89,751 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 1,400 | D | \$ 66.14 | 88,351 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 500 | D | \$ 66.15 | 87,851 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 100 | D | \$ 66.17 | 87,751 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 400 | D | \$ 66.19 | 87,351 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 2,500 | D | \$ 66.2 | 84,851 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 100 | D | \$ 66.21 | 84,751 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 200 | D | \$ 66.22 | 84,551 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 3,400 | D | \$ 66.26 | 81,151 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 300 | D | \$ 66.32 | 80,851 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 100 | D | \$ 66.35 | 80,751 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 200 | D | \$ 66.37 | 80,551 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 200 | D | \$ 66.41 | 80,351 ⁽¹⁾ | D |
| Common Stock | 02/22/2006 | S | 300 | D | \$ 66.42 | 80,051 ⁽¹⁾ | D |
| | 02/22/2006 | S | 9,100 | D | | 70,951 ⁽¹⁾ | D |

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Total includes 10,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 8/20/03 with the valuation of performance measurement period ("measurement period") ending on 12/31/06; 12,000 unvested RPSRs granted under the 2001 LTISP on 2/28/05 with the measurement period ending on 12/31/07; and 16,000 unvested RPSRs granted under the 2001 LTISP on 2/15/06 with the measurement period ending on 12/31/08. Grants awarded pursuant to Rule 16b-3(d).

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