

LIVANOS ALEXANDER C

Form 4

January 30, 2006

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 *
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
____X____ Officer (give title ____ Other (specify
below) below)
Corp. VP & Pres. Space Tech.

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

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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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(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 Underlying Security (Instr. 3 and 4)			
				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

Reporting Owners

LIVANOS ALEXANDER C
1840 CENTURY PARK EAST
LOS ANGELES, CA 90067

Corp. VP & Pres. Space Tech.

Signatures

Kathleen M. Salmas, Attorney-in-fact for Alexander C. Livanos

01/30/2006

****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).

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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