

NORTHROP GRUMMAN CORP /DE/

Form 4

February 17, 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

OMB  
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2005  
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response... 0.5

(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)  
**02/15/2006**

\_\_\_\_ 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 Ownership (Instr. 4)
Common Stock	02/15/2006		F	V Amount (A) or (D) Price 2,576 D \$ 65.1	67,839 <sup>(1)</sup>	D	
Common Stock	02/15/2006		J <sup>(2)</sup>	2,712 A \$ 65.1	70,551 <sup>(1)</sup>	D	
Common Stock	02/15/2006		A	16,000 A \$ 65.1	86,551 <sup>(3)</sup>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

number.

**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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 65.1	02/15/2006		A	32,000	02/15/2007 <sup>(4)</sup> 02/15/2016	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELM ROBERT W 1840 CENTURY PARK EAST LOS ANGELES, CA 90067			Corp.VP, Government Relations	

## Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Robert W.  
Helm

02/17/2006

\*\*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).

(1) 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; and 12,000 RPSRs granted under the 2001 LTISP on 2/28/05 with the measurement period ending on 12/31/07. Grants awarded pursuant to Rule 16b-3(d).

(2) The measurement period for this installment of Restricted Performance Stock Rights (RPSRs) ended on 12/31/05 and the payout of those shares and determination of the number of additional shares for the payout was effective 2/15/06.

(3) 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).

(4) The option vests in four equal annual installments following the date of the grant.

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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