

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TERRY W BURKS

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 & General Counsel

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 (D) Price 4,770 D \$ 65.1	77,377 ⁽¹⁾	D	
Common Stock	02/15/2006		J ⁽²⁾	3,615 A \$ 65.1	80,992 ⁽¹⁾	D	
Common Stock	02/15/2006		A	18,000 A \$ 65.1	98,992 ⁽³⁾	D	
Common Stock					3,568.39	I	See footnote. ⁽⁴⁾

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

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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 Underlying Se (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 65.1	02/15/2006		A	36,000	02/15/2007 ⁽⁵⁾ 02/15/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TERRY W BURKS 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Corp. VP & General Counsel

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for W. Burks
Terry 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 12,000 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 unvested RPSRs granted under the 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 12,000 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 LTISP on 2/28/05 with the measurement period ending on 12/31/07; and 18,000 unvested RPSRs granted under the LTISP on 2/15/06 with the measurement period ending 12/31/08. Grants awarded pursuant to Rule 16b-3(d).

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Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 27, 2006. Share totals with
(4) respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.

(5) 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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