

MILLS LINDA A  
Form 4  
March 06, 2008

**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 \*  
MILLS LINDA A

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)  
03/04/2008

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Corp. VP & Pres. Info. 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		
Common Stock	03/04/2008		M		10,714	A	\$ 54.11	39,851 <sup>(1)</sup>	D
Common Stock	03/04/2008		M		4,286	A	\$ 34.54	44,137 <sup>(1)</sup>	D
Common Stock	03/04/2008		S		100	D	\$ 79.44	44,037 <sup>(1)</sup>	D
Common Stock	03/04/2008		S		100	D	\$ 79.49	43,937 <sup>(1)</sup>	D
Common Stock	03/04/2008		S		100	D	\$ 79.5	43,837 <sup>(1)</sup>	D

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Common Stock	03/04/2008	S	200	D	\$ 79.53	43,637 <sup>(1)</sup>	D
Common Stock	03/04/2008	S	300	D	\$ 79.54	43,337 <sup>(1)</sup>	D
Common Stock	03/04/2008	S	200	D	\$ 79.55	43,137 <sup>(1)</sup>	D
Common Stock	03/04/2008	S	400	D	\$ 79.56	42,737 <sup>(1)</sup>	D
Common Stock	03/04/2008	S	100	D	\$ 79.58	42,637 <sup>(1)</sup>	D
Common Stock	03/04/2008	S	200	D	\$ 79.59	42,437 <sup>(1)</sup>	D
Common Stock	03/04/2008	S	100	D	\$ 79.6	42,337 <sup>(1)</sup>	D
Common Stock	03/04/2008	S	200	D	\$ 79.61	42,137 <sup>(1)</sup>	D
Common Stock	03/04/2008	S	200	D	\$ 79.62	41,937 <sup>(1)</sup>	D
Common Stock	03/04/2008	S	100	D	\$ 79.64	41,837 <sup>(1)</sup>	D
Common Stock	03/04/2008	S	200	D	\$ 79.65	41,637 <sup>(1)</sup>	D
Common Stock	03/04/2008	S	200	D	\$ 79.67	41,437 <sup>(1)</sup>	D
Common Stock	03/04/2008	S	100	D	\$ 79.68	41,337 <sup>(1)</sup>	D
Common Stock	03/04/2008	S	400	D	\$ 79.73	40,937 <sup>(1)</sup>	D
Common Stock	03/04/2008	S	100	D	\$ 79.75	40,837 <sup>(1)</sup>	D
Common Stock	03/04/2008	S	100	D	\$ 79.76	40,737 <sup>(1)</sup>	D

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)

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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)	\$ 54.11	03/04/2008		M		10,714		04/26/2001	04/26/2010	Common Stock	10
Stock Option (Right-to-Buy)	\$ 34.54	03/04/2008		M		4,286		02/20/2003	02/19/2012	Common Stock	4

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MILLS LINDA A 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Corp. VP & Pres. Info. Tech.

## Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Linda A. Mills 03/06/2008

\_\_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 7,000 vested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/15/06 with a valuation of performance measurement period ("measurement period") ending on 12/31/08; 8,750 unvested RPSRs granted under the LTISP on 2/28/07 with a measurement period ending on 12/31/09; and 9,750 RPSRs granted under the LTISP on 2/27/08, with measurement period ending on 12/31/10. Grants awarded pursuant to Rule 16b-3(d).

### Remarks:

This is one of five Form 4s to accommodate a total of 87 transaction lines (plus two holdings lines) reporting in Table I for mu

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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