

NORTHROP GRUMMAN CORP /DE/
 Form 3
 July 07, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>TEEL PHILIP A</p> <p>(Last) (First) (Middle)</p> <p>C/O NORTHROP GRUMMAN CORPORATION, 1840 CENTURY PARK EAST</p> <p>(Street)</p> <p>LOS ANGELES, CA 90067</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/01/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NORTHROP GRUMMAN CORP /DE/ [NOC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Corp. VP & Pres. Ship Systems</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	42,222 ⁽¹⁾	D	^

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	01/04/2001 ⁽²⁾	01/05/2010	Common Stock	8,000	\$ 26.78	D	Â
Stock Option (Right to Buy)	08/15/2002 ⁽³⁾	08/15/2011	Common Stock	12,000	\$ 39.28	D	Â
Stock Option (Right to Buy)	08/20/2003 ⁽⁴⁾	08/20/2012	Common Stock	12,000	\$ 57.4	D	Â
Stock Option (Right to Buy)	08/20/2004 ⁽⁵⁾	08/20/2013	Common Stock	12,000	\$ 47.11	D	Â
Stock Option (Right to Buy)	06/14/2005 ⁽⁶⁾	06/14/2014	Common Stock	12,000	\$ 52.485	D	Â
Stock Option (Right to Buy)	07/01/2006 ⁽⁷⁾	07/01/2015	Common Stock	18,000	\$ 55.32	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEEL PHILIP A C/O NORTHROP GRUMMAN CORPORATION 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Â	Â	Â Corp. VP & Pres. Ship Systems	Â

Signatures

/s/ Kathleen M. Salmas, Attorney in fact for Philip A. Teel 07/06/2005

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Total includes 6,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 8/20/02, with the valuation of performance measurement period ("measurement period") ending on 12/31/05; 6,000 unvested RPSRs granted under the 2001 LTISP on 8/20/03, plus an additional 5,000 unvested RPSRs granted on 7/1/05, with the measurement period ending on 12/31/06; 6,000 unvested RPSRs granted under the 2001 LTISP on 2/16/05, plus an additional 8,500 unvested RPSRs granted on 7/1/05, with the measurement period ending on 12/31/07. Grants awarded pursuant to Rule 16b-3(d).
- (1) RPSRs granted under the 2001 LTISP on 8/20/03, plus an additional 5,000 unvested RPSRs granted on 7/1/05, with the measurement period ending on 12/31/06; 6,000 unvested RPSRs granted under the 2001 LTISP on 2/16/05, plus an additional 8,500 unvested RPSRs granted on 7/1/05, with the measurement period ending on 12/31/07. Grants awarded pursuant to Rule 16b-3(d).
 - (2) The option was granted on 1/4/00 and vested 25% per year over 4 years. The option was fully vested on 1/4/2004.
 - (3) The option was granted on 8/15/01 and vests 25% per year over 4 years.
 - (4) The option was granted on 8/20/02 and vests 25% per year over 4 years.
 - (5) The option was granted on 8/20/03 and vests 25% per year over 4 years.
 - (6) The option was granted on 6/14/04 and vests 25% per year over 4 years.
 - (7) The option was granted on 7/1/05 and vests 25% per year over 4 years.

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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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