

O BRIEN ROSANNE P
 Form 4
 March 06, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
O BRIEN ROSANNE P

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
 Officer (give title below) _____ Other (specify below)
 Corp. VP, Communications

LOS ANGELES, CA 90067
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 03/04/2008 | | S | 100 | D \$ 80.12 | 52,814 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | | S | 400 | D \$ 80.13 | 52,414 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | | S | 300 | D \$ 80.14 | 52,114 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | | S | 700 | D \$ 80.15 | 51,414 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | | S | 400 | D \$ 80.16 | 51,014 ⁽¹⁾ | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-------------------|---|
| Common Stock | 03/04/2008 | S | 100 | D | \$ 80.165 | 50,914 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 2,300 | D | \$ 80.17 | 48,614 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 900 | D | \$ 80.18 | 47,714 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 2,700 | D | \$ 80.19 | 45,014 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 100 | D | \$ 80.195 | 44,914 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 700 | D | \$ 80.2 | 44,214 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 300 | D | \$ 80.21 | 43,914 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 100 | D | \$ 80.218 | 43,814 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 100 | D | \$ 80.23 | 43,714 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 3,000 | D | \$ 80.33 | 40,714 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 4,300 | D | \$ 80.335 | 36,414 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 200 | D | \$ 80.36 | 36,214 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 400 | D | \$ 80.365 | 35,814 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 300 | D | \$ 80.385 | 35,514 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 400 | D | \$ 80.4 | 35,114 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 200 | D | \$ 80.41 | 34,914 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 200 | D | \$ 80.415 | 34,714 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 2,200 | D | \$ 80.42 | 32,514 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 3,000 | D | \$ 80.43 | 29,514 <u>(1)</u> | D |
| Common Stock | 03/04/2008 | S | 100 | D | \$ 80.44 | 29,414 <u>(1)</u> | D |
| | 03/04/2008 | S | 800 | D | | 28,614 <u>(1)</u> | D |

Common Stock \$ 80.445

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

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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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

O BRIEN ROSANNE P
1840 CENTURY PARK EAST
LOS ANGELES, CA 90067

Corp. VP, Communications

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Rosanne P. O'Brien

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

Remarks:

This is one of two Form 4s to accommodate a total of 45 transaction lines reporting in Table I for multiple sale transactions on

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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