

TEEL PHILIP A
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 *
TEEL PHILIP 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
 Officer (give title below) _____ Other (specify below)
Corp VP & Pres Elec Miss. Sys.

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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 03/04/2008 | | M | | 8,000 A \$ 26.78 | 109,392 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | | M | | 12,000 A \$ 39.28 | 121,392 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | | S | | 800 D \$ 80.09 | 120,592 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | | S | | 1,200 D \$ 80.1 | 119,392 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | | S | | 300 D \$ 80.115 | 119,092 ⁽¹⁾ | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|------------------------|---|
| Common Stock | 03/04/2008 | S | 5,200 | D | \$ 80.13 | 113,892 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | S | 1,100 | D | \$ 80.14 | 112,792 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | S | 1,300 | D | \$ 80.15 | 111,492 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | S | 1,500 | D | \$ 80.16 | 109,992 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | S | 1,000 | D | \$ 80.17 | 108,992 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | S | 2,400 | D | \$ 80.18 | 106,592 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | S | 200 | D | \$ 80.19 | 106,392 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | S | 600 | D | \$ 80.198 | 105,792 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | S | 900 | D | \$ 80.2 | 104,892 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | S | 800 | D | \$ 80.208 | 104,092 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | S | 800 | D | \$ 80.21 | 103,292 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | S | 300 | D | \$ 80.218 | 102,992 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | S | 600 | D | \$ 80.227 | 102,392 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | S | 500 | D | \$ 80.23 | 101,892 ⁽¹⁾ | D |
| Common Stock | 03/04/2008 | S | 500 | D | \$ 80.24 | 101,392 ⁽¹⁾ | 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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security | | | or Disposed of | | Date Exercisable | Expiration Date | Title | An or Nu of | |
|-----------------------------|----------|------------|----------------|-------|------------------|-----------------|------------|--------------|----|
| | | | (D) | (D) | | | | | |
| | | | Code | V (A) | (D) | | | | |
| Stock Option (Right-to-Buy) | \$ 26.78 | 03/04/2008 | M | | 8,000 | 01/04/2001 | 01/04/2010 | Common Stock | 8 |
| Stock Option (Right-to-Buy) | \$ 39.28 | 03/04/2008 | M | | 12,000 | 08/15/2002 | 08/15/2011 | Common Stock | 12 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TEEL PHILIP A 1840 CENTURY PARK EAST LOS ANGELES, CA 90067 | | | Corp VP & Pres Elec Miss. Sys. | |

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Philip A. Teel

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 20,000 Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/15/06, with the valuation of performance measurement period ("measurement period") ending on 12/31/08; 16,000 unvested RPSRs granted under the 2001 LTISP on 2/28/07 with the measurement period ending 12/31/09; 12,500 unvested Restricted Stock Rights ("RSRs") granted under the LTISP on 1/15/08 with 100% vesting on 1/15/11; and 12,200 unvested RPSRs granted under the LTISP on 2/27/08, with the measurement period ending on 12/31/10. RPSR grants were awarded pursuant to Rule 16b-3(d); and RSR grant was awarded pursuant to Rule 16b-3(d)(3).

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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