

NORTHROP GRUMMAN CORP /DE/
Form 4
May 18, 2006

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 *
BUSH WESLEY G

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)
05/16/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. & Chf. Financial Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/16/2006 | | A ⁽¹⁾ | | 40,000 <u>(1)</u> | A | |
| | | | | | \$ 141,002 <u>(3)</u> | | |
| Common Stock | | | | | 40,998 <u>(4)</u> | I | Trustee: WG&NF Bush Family Trust |
| Common Stock | | | | | 4,232.32 | I | See footnote. <u>(5)</u> |

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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BUSH WESLEY G 1840 CENTURY PARK EAST LOS ANGELES, CA 90067 | | | Pres. & Chf. Financial Officer | |

Signatures

/s/ Kathleen M. Salmas, Attorney-in-Fact for Wesley G. Bush
05/18/2006

__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) Grant of 40,000 Restricted Stock Rights (RSRs) under the 2001 Long-Term Incentive Stock Plan (LTISP) on 5/16/06, with 100% vesting on 5/16/10 in a transaction exempt under Rule 16b-3(d).
Total includes 30,000 unvested RSRs granted under the 2001 LTISP on 2/17/04 with 100% vesting on 2/17/08; 20,000 unvested Restricted Performance Stock Rights (RPSRs) granted pursuant to the 2001 LTISP on 8/20/03 with the valuation of performance measurement period ("measurement period") ending on 12/31/06; 24,000 unvested RPSRs granted under the 2001 LTISP on 2/28/05 with the measurement period ending on 12/31/07; 27,000 unvested RPSRs granted under the 2001 LTISP on 2/15/06 with the measurement period ending on 12/31/08; and 40,000 unvested RSRs granted under the 2001 LTISP on 5/16/06, with 100% vesting on 5/16/10. Grants awarded pursuant to Rule 16b-3(d).
- (2)
- (3)

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Amount reflects a decrease of 33,287 shares that were transferred from Reporting Person's direct holdings to Reporting Person's family trust.

- (4) Amount reflects an increase of 33,287 shares that were transferred from Reporting Persons's direct holdings to Reporting Person's family trust

- (5) Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of April 28, 2006. Share totals with 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.

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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