

NORTHROP GRUMMAN CORP /DE/
Form 3/A
February 27, 2008

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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| MILLS LINDA A | | (Month/Day/Year) | NORTHROP GRUMMAN CORP /DE/ [NOC] | |
| (Last) | (First) | 02/01/2008 | | |
| 1840 CENTURY PARK EAST | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 02/04/2008 |
| LOS ANGELES, CA 90067 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Corp. VP & Pres. Info. Tech. | |

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 | 19,350 ⁽¹⁾ | D ⁽¹⁾ | M |
| Common Stock | 1,090 | I | Trustee: Linda Anne Mills Living Trust U/A 3/27/00 |
| Common Stock | 7,605.7946 | I | See footnote. ⁽²⁾ |

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 | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial |
|--|---|--|---------------|--------------|----------------------------------|
|--|---|--|---------------|--------------|----------------------------------|

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| | (Month/Day/Year) | | Derivative Security (Instr. 4) | | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | Ownership (Instr. 5) |
|--------------------------------|---------------------------|--------------------|-----------------------------------|----------------------------------|---|--|-------------------------|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Option (Right-to-Buy) | 04/26/2001 ⁽³⁾ | 04/25/2010 | Common Stock | 10,714 | \$ 54.11 | D | Â |
| Stock Option (Right-to-Buy) | 02/11/2002 ⁽⁴⁾ | 02/19/2012 | Common Stock | 8,572 | \$ 34.54 | D | Â |
| Stock Option (Right-to-Buy) | 08/20/2004 ⁽⁵⁾ | 08/20/2013 | Common Stock | 7,000 | \$ 47.11 | D | Â |
| Stock Option (Right-to-Buy) | 06/14/2005 ⁽⁶⁾ | 06/14/2014 | Common Stock | 8,000 | \$ 52.485 | D | Â |

Reporting Owners

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

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Linda A. Mills 02/26/2008

**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).

(1) Total includes 3,600 vested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/16/05 with a valuation of performance measurement period ("measurement period") that ended on 12/31/07; 7,000 unvested RPSRs granted under the LTISP on 2/15/06 with a measurement period ending on 12/31/08; and 8,750 unvested RPSRs granted under the LTISP on 2/28/07 with a measurement period ending on 12/31/09. Grants awarded pursuant to Rule 16b-3(d).

(2) Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of January 29, 2008. 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.

(3) This option, granted on 4/26/00, vests in three annual installments from the date of the grant and became exercisable to the extent of one-third (33%) of the optioned shares on 4/26/01.

(4) This option, granted on 2/20/02, became 100% vested and exercisable on 12/11/02 due to change in control.

(5) This option, granted on 8/20/03, became first exercisable on 8/20/04 with vesting schedule of one-fourth (25%) annual installments of the optioned shares commencing from the date of grant. The vesting schedule accelerated to 100% on 9/30/05.

(6) This option, granted on 6/14/04, became first exercisable on 6/14/05 with vesting schedule of one-fourth (25%) annual installments of the optioned shares commencing from the date of grant. The vesting schedule accelerated to 100% on 9/30/05.

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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