

LIVANOS ALEXANDER C
 Form 4
 January 30, 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 *
 LIVANOS ALEXANDER C

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)
 01/27/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Corp. VP & Pres. Space Tech.

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Stock Option (Right-to-Buy)	01/27/2006		M	A	\$ 46.09	38,000	D
Stock Option (Right-to-Buy)	01/27/2006		M	A	\$ 47.11	42,000	D
Stock Option (Right-to-Buy)	01/27/2006		M	A	\$ 52.485	45,500	D
Stock Option (Right-to-Buy)	01/27/2006		S	D	\$ 62.57	43,400	D
Stock Option (Right-to-Buy)	01/27/2006		S	D	\$ 62.6	42,000	D

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Stock Option (Right-to-Buy)	01/27/2006	S	2,600	D	\$ 62.1	39,400	D
Stock Option (Right-to-Buy)	01/27/2006	S	100	D	\$ 62.62	39,300	D
Stock Option (Right-to-Buy)	01/27/2006	S	4,800	D	\$ 62.64	34,500	D
Stock Option (Right-to-Buy)	01/27/2006	S	1,700	D	\$ 62.65	32,800	D
Stock Option (Right-to-Buy)	01/27/2006	S	400	D	\$ 62.7	32,400	D
Stock Option (Right-to-Buy)	01/27/2006	S	400	D	\$ 62.7	32,000	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right-to-Buy)	\$ 46.09	01/27/2006		M	6,000	02/17/2004 02/17/2013	Common Stock	6,000	
Stock Option (Right-to-Buy)	\$ 47.11	01/27/2006		M	4,000	08/20/2004 08/20/2013	Common Stock	4,000	
Stock Option (Right-to-Buy)	\$ 52.485	01/27/2006		M	3,500	06/14/2005 06/14/2014	Common Stock	3,500	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

LIVANOS ALEXANDER C
1840 CENTURY PARK EAST
LOS ANGELES, CA 90067

Corp. VP & Pres. Space Tech.

Signatures

Kathleen M. Salmas, Attorney-in-fact for Alexander C.
Livanosl

01/30/2006

__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).

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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