

NORTHROP GRUMMAN CORP /DE/
 Form 3
 September 25, 2007

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 | |
| Â ERVIN GARY W. | | (Month/Day/Year) | NORTHROP GRUMMAN CORP /DE/ [NOC] | |
| (Last) | (First) | (Middle) | 09/19/2007 | |
| 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) | |
| LOS ANGELES,Â CAÂ 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-Elect, IS Sector | |

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 | 31,850 ⁽¹⁾ | D | Â |

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 (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | Shares | | (I) (Instr. 5) | |
|--------------------------------|---------------------------|------------|-----------------|--------|-----------|-------------------|---|
| Stock Option (Right-to-Buy) | 12/20/2002 ⁽²⁾ | 12/20/2011 | Common Stock | 2,000 | \$ 49.03 | D | Â |
| Stock Option (Right-to-Buy) | 08/20/2003 ⁽³⁾ | 08/20/2012 | Common Stock | 12,000 | \$ 57.4 | D | Â |
| Stock Option (Right-to-Buy) | 06/14/2005 ⁽⁴⁾ | 06/14/2014 | Common Stock | 12,000 | \$ 52.485 | D | Â |
| Stock Option (Right-to-Buy) | 09/19/2008 ⁽⁵⁾ | 09/19/2017 | Common Stock | 15,000 | \$ 79.86 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--|-------|
| | Director | 10% Owner | Officer | Other |
| ERVIN GARY W. 1840 CENTURY PARK EAST LOS ANGELES, CA 90067 | Â | Â | Â Corp VP; Pres-Elect, IS Sector | Â |

Signatures

Kathleen M. Salmas, Attorney-in-fact for Gary W.
Ervin

09/25/2007

**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).

Total includes 5,350 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/16/05, with the valuation of performance measurement period ("measurement period") ending on 12/31/07; 9,000 unvested RPSRs granted under the LTISP on 2/15/06, with the measurement period ending 12/31/08; 10,000 unvested RPSRs granted under the LTISP on 2/28/07 with the measurement period ending 12/31/09; and 7,500 unvested RPSRs granted under the LTISP on 9/19/07, with the measurement period ending 12/31/09. Grants awarded pursuant to Rule 16b-3(d).

- (2) This stock option, granted on 12/20/01, becomes exercisable to the extent of one-fourth (25%) of the optioned shares for each year of employment following the date of grant.
- (3) This stock option, granted on 8/20/02, becomes exercisable to the extent of one-fourth (25%) of the optioned shares for each year of employment following the date of grant.
- (4) This stock option, granted on 6/14/04, becomes exercisable to the extent of one-fourth (25%) of the optioned shares for each year of employment following the date of grant.
- (5) This stock option, granted on 9/19/07, becomes exercisable to the extent of one-fourth (25%) of the optioned shares for each year of employment following the date of grant.

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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