

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>PITTS JAMES F</u>  (Last) (First) (Middle) <u>1840 CENTURY PARK EAST</u>  (Street) <u>LOS ANGELES CA 90067</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/01/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Corp VP &amp; Pres, Electron. Sys.</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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)
<u>Common Stock</u>	<u>30,800<sup>(1)</sup></u>	<u>D</u>	

**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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Option (Right-to-Buy)</u>	<u>12/16/2000<sup>(2)</sup></u>	<u>12/16/2008</u>	<u>Common Stock</u>	<u>14,000</u>	<u>49.57</u>	<u>D</u>
<u>Stock Option (Right-to-Buy)</u>	<u>12/16/2000<sup>(2)</sup></u>	<u>12/16/2008</u>	<u>Common Stock</u>	<u>14,000</u>	<u>44.06</u>	<u>D</u>
<u>Stock Option (Right-to-Buy)</u>	<u>08/15/2002<sup>(3)</sup></u>	<u>08/15/2011</u>	<u>Common Stock</u>	<u>10,000</u>	<u>39.28</u>	<u>D</u>
<u>Stock Option (Right-to-Buy)</u>	<u>08/20/2003<sup>(4)</sup></u>	<u>08/20/2012</u>	<u>Common Stock</u>	<u>15,000</u>	<u>57.4</u>	<u>D</u>
<u>Stock Option (Right-to-Buy)</u>	<u>08/20/2004<sup>(5)</sup></u>	<u>08/20/2013</u>	<u>Common Stock</u>	<u>16,000</u>	<u>47.11</u>	<u>D</u>
<u>Stock Option (Right-to-Buy)</u>	<u>06/14/2005<sup>(6)</sup></u>	<u>06/14/2014</u>	<u>Common Stock</u>	<u>18,000</u>	<u>52.48</u>	<u>D</u>
<u>Stock Option (Right-to-Buy)</u>	<u>10/01/2006<sup>(7)</sup></u>	<u>10/01/2015</u>	<u>Common Stock</u>	<u>12,000</u>	<u>54.35</u>	<u>D</u>

**Explanation of Responses:**

- Total includes 6,800 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 8/20/02 with the valuation of performance measurement period ("measurement period") ending on 12/31/2005; 6,000 unvested RPSRs granted under the 2001 LTISP on 8/20/03 with the measurement period ending on 12/31/06; 7,000 unvested RPSRs granted under the 2001 LTISP on 2/16/05 with the measurement period ending on 12/31/07; 4,200 RPSRs granted under the 2001 LTISP on 10/1/05 with the measurement period ending on 12/31/06; and 6,800 RPSRs granted under the 2001 LTISP on 10/1/05 with the measurement period ending on 12/31/07.
- This option was granted on 12/16/98 and vests in four annual equal installments commencing on the second anniversary following grant date. The first installment vested on 12/16/2000.
- This option was granted on 8/15/01 and vests in four annual equal installments commencing on the first anniversary following the grant date. The first installment vested on 8/15/02.
- This option was granted on 8/20/02 and vests in four annual equal installments commencing on the first anniversary following the grant date. The first installment vested on 8/20/03.
- This option was granted on 8/20/03 and vests in four annual equal installments commencing on the first anniversary following the grant date. The first installment vested on 8/20/04.
- This option was granted on 6/14/04 and vests in four annual equal installments commencing on the first anniversary following the grant date. The first installment vested on 6/14/05.
- This option was granted on 10/1/05 and vests in four annual equal installments commencing on the first anniversary following the grant date.

Kathleen M. Salmas, Attorney 10/04/2005  
in fact for James F. Pitts

\*\* Signature of Reporting Person Date

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

\* 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).

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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