

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>LIVANOS ALEXANDER C</u><br><br>(Last) (First) (Middle)<br>1840 CENTURY PARK EAST<br><br>(Street)<br>LOS ANGELES CA 90067<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Corp. VP &amp; Pres. Space Tech.</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/04/2008                           |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |   |

**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  | (A) or (D) | Price    |   |  |   |
| Common Stock                    | 03/04/2008                           |  | M                              |   | 3,000   | A          | \$46.09  | 73,770 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | M                              |   | 4,000   | A          | \$47.11  | 77,770 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | M                              |   | 7,000   | A          | \$52.485 | 84,770 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | M                              |   | 8,000   | A          | \$53.1   | 92,770 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 500   | D          | \$80.09  | 92,270 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 100   | D          | \$80.1   | 92,170 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 770   | D          | \$80.11  | 91,400 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 100   | D          | \$80.115 | 91,300 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 800   | D          | \$80.12  | 90,500 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 1,900   | D          | \$80.13  | 88,600 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 400   | D          | \$80.14  | 88,200 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 1,000   | D          | \$80.15  | 87,200 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 2,300   | D          | \$80.16  | 84,900 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 2,700   | D          | \$80.17  | 82,200 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 2,300   | D          | \$80.18  | 79,900 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 1,800   | D          | \$80.19  | 78,100 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 2,400   | D          | \$80.2   | 75,700 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 400   | D          | \$80.205 | 75,300 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 700   | D          | \$80.208 | 74,600 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 1,100   | D          | \$80.21  | 73,500 <sup>(1)</sup>   | D  |   |
| Common Stock                    | 03/04/2008                           |  | S                              |   | 300   | D          | \$80.218 | 73,200 <sup>(1)</sup>   | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)   | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Stock Option (Right-to-Buy)                | \$46.09  | 03/04/2008                           |  | M                              |   |  | 3,000 | 02/17/2004   | 02/17/2013      | Common Stock  | 3,000                                      | \$46.09  | 0   | D  |       |
| Stock Option (Right-to-Buy)                | \$47.11  | 03/04/2008                           |  | M                              |   |  | 4,000 | 08/20/2004   | 08/20/2013      | Common Stock  | 4,000                                      | \$47.11  | 0   | D  |       |
| Stock Option (Right-to-Buy)                | \$52.485   | 03/04/2008                           |  | M                              |   |  | 7,000 | 06/14/2003   | 06/14/2014      | Common Stock  | 7,000                                      | \$52.485   | 3,500   | D  |       |
| Stock Option (Right-to-Buy)                | \$53.1   | 03/04/2008                           |  | M                              |   |  | 8,000 | 02/07/2004   | 02/07/2015      | Common Stock  | 8,000                                      | \$53.1   | 4,000   | D  |       |

**Explanation of Responses:**

1. Total includes 20,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/15/06 with a valuation of performance measurement period ("measurement period") ending on 12/31/08; 16,000 unvested RPSRs granted under the 2001 LTISP on 2/28/07 with the measurement period ending on 12/31/09; and 11,400 unvested RPSRs granted under the LTISP on 2/27/08, with the measurement period ending on 12/31/10. Grants awarded pursuant to Rule 16b-3(d).

**Remarks:**

This is one of two Form 4s to accommodate a total of 44 transaction lines (including two holding lines) reporting in Table I for multiple sale transactions on the event date March 4, 2008.

/s/ [Kathleen M. Salmas](#),  
[Attorney-in-fact for Alexander](#) 03/06/2008  
[C. Livanos](#)

\*\* 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 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.

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 Number.