

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>ERVIN GARY W.</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>09/19/2007</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; Pres-Elect, IS Sector</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)
Common Stock	31,850 ⁽¹⁾	D	

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

Explanation of Responses:

1. 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.

Kathleen M. Salmas, Attorney- 09/25/2007
in-fact for Gary W. Ervin

** 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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