

**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
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1. Name and Address of Reporting Person* <u>HELM ROBERT W</u>  (Last) (First) (Middle) 1840 CENTURY PARK EAST  (Street) LOS ANGELES CA 90067  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NORTHROP GRUMMAN CORP /DE/ [ NOC ]</u>	5. 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, Government Relations</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2006	
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	02/22/2006		M		21,000	A	\$40.25	107,551 <sup>(1)</sup>	D	
Common Stock	02/22/2006		M		25,000	A	\$44.06	132,551 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		1,900	D	\$65.97	130,651 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		10,000	D	\$66	120,651 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		100	D	\$66.03	120,551 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		100	D	\$66.04	120,451 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		5,900	D	\$66.05	114,551 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		600	D	\$66.09	113,951 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		19,200	D	\$66.1	94,751 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		3,000	D	\$66.11	91,751 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		200	D	\$66.12	91,551 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		1,800	D	\$66.13	89,751 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		1,400	D	\$66.14	88,351 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		500	D	\$66.15	87,851 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		100	D	\$66.17	87,751 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		400	D	\$66.19	87,351 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		2,500	D	\$66.2	84,851 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		100	D	\$66.21	84,751 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		200	D	\$66.22	84,551 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		3,400	D	\$66.26	81,151 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		300	D	\$66.32	80,851 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		100	D	\$66.35	80,751 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		200	D	\$66.37	80,551 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		200	D	\$66.41	80,351 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		300	D	\$66.42	80,051 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		9,100	D	\$66.43	70,951 <sup>(1)</sup>	D	
Common Stock	02/22/2006		S		6,558	D	\$66.46	64,393 <sup>(1)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., Puts, Calls, Warrants, Options, Convertible Securities)	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 Security Underlying or 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)		
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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Security Underlying or 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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right-to-Buy)	\$40.25	02/22/2006		M		21,000	11/19/1998 12/17/2006	Common Stock	21,000	\$40.25	0	D	
Stock Option (Right-to-Buy)	\$44.06	02/22/2006		M		25,000	12/16/2000 12/16/2008	Common Stock	25,000	\$44.06	25,000	D	

**Explanation of Responses:**

1. Total includes 10,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 8/20/03 with the valuation of performance measurement period ("measurement period") ending on 12/31/06; 12,000 unvested RPSRs granted under the 2001 LTISP on 2/28/05 with the measurement period ending on 12/31/07; and 16,000 unvested RPSRs granted under the 2001 LTISP on 2/15/06 with the measurement period ending on 12/31/08. Grants awarded pursuant to Rule 16b-3(d).

/s/ Kathleen M. Salmas,  
Attorney-in-fact for Robert W. Helm 02/23/2006  
Helm

\*\* 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.

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