

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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:	3235-0104
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1. Name and Address of Reporting Person* <u>O'Neill James R</u> (Last) (First) (Middle) 1840 CENTURY PARK EAST (Street) LOS ANGELES CA 90067 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/01/2004	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) Corp. VP & Pres., Info. Tech.	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 <input type="checkbox"/> 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	14,250 ⁽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)	03/18/2003 ⁽²⁾	03/19/2012	Common Stock 9,000	108.75	D	
Stock Option (Right-to-Buy)	08/20/2003 ⁽³⁾	08/20/2012	Common Stock 9,000	114.8	D	
Stock Option (Right-to-Buy)	08/20/2004 ⁽⁴⁾	08/20/2013	Common Stock 9,000	94.22	D	

Explanation of Responses:

- Total includes 3,750 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 3/18/02 with the measurement period ending on 12/31/04; 3,750 unvested RPSRs granted under the 2001 LTISP on 8/20/02 with the measurement period ending on 12/31/05; 3,750 unvested RPSRs granted under the 2001 LTISP on 8/20/03 with the measurement period ending on 12/31/06; and 3,000 unvested RPSRs granted under the 2001 LTISP on 3/16/04 with the measurement period ending on 12/31/06.
- The option vests in four equal annual installments commencing on March 18, 2003.
- The option vests in four equal annual installments commencing on August 20, 2003.
- The option vests in four equal annual installments commencing on August 20, 2004.

Kathleen M. Salmas, Attorney-in-fact for James R. O'Neill 05/06/2004

** 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.

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.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of John H. Mullan and Kathleen M. Salmas, signing singly, the undersigned to

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as director of Northrop Grumman Corporation (the "Company"), Forms 3, 4, and 5 in connection with the filing of the Company's annual reports to the Securities and Exchange Commission;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such form 3, 4, or 5 and to file the same with the Securities and Exchange Commission;
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interests of, and for the benefit of the undersigned.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, and proper to carry out the above and to execute the same in and to the full extent of the power and authority that the undersigned may lawfully exercise.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's securities.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of April 2004.

s/James R. O'Neill
James R. O'Neill