

| OMB APPROVAL                                 |           |
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**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

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>SUGAR RONALD D</u><br><br>(Last) (First) (Middle)<br><u>1840 CENTURY PARK EAST</u><br><br>(Street)<br><u>LOS ANGELES CA 90067</u><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 (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><u>Chief Executive Officer / Chairman</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/27/2008</u>                    |  |
| 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                    | 02/27/2008                           |  | A                              |   | 81,329  | A          | \$80.82 | 441,137 <sup>(1)</sup>  | D  |  |
| Common Stock                    |                                      |  |                                |   |   |            |         | 190,288   | I  | Trustee:<br>The Sugar Family Trust<br>U/A/D<br>7/19/01 |

**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)                | \$80.82  | 02/27/2008                           |  | A                              |   | 372,106  |     | 02/27/2009 <sup>(2)</sup>                                | 02/27/2015      | Common Stock  | 372,106                                    | \$0.00   | 372,106   | D  |       |

**Explanation of Responses:**

- Total includes 112,500 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/15/06 with the valuation of performance measurement period ("measurement period") ending on 12/31/08; 83,600 unvested RPSRs granted under the 2001 LTISP on 2/28/07 with the measurement period ending on 12/31/09; and 81,329 RPSRs granted under the LTISP on 2/27/08, with measurement period ending on 12/31/10. Grants awarded pursuant to Rule 16b-3(d).
- The option vests over a period of three years to the extent of one-third (33%) annual equal installments on 2/27/09, 2/27/10 and 2/27/11.

/s/ Kathleen M. Salmas,  
Attorney-in-fact for Ronald D. Sugar    02/29/2008

\*\* 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.**