

**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>TEEL PHILIP A</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 &amp; Pres Elec Miss. Sys.</u>
	3. Date of Earliest Transaction (Month/Day/Year) 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		8,000	A	\$26.78	109,392 <sup>(1)</sup>	D	
Common Stock	03/04/2008		M		12,000	A	\$39.28	121,392 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		800	D	\$80.09	120,592 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		1,200	D	\$80.1	119,392 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		300	D	\$80.115	119,092 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		5,200	D	\$80.13	113,892 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		1,100	D	\$80.14	112,792 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		1,300	D	\$80.15	111,492 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		1,500	D	\$80.16	109,992 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		1,000	D	\$80.17	108,992 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		2,400	D	\$80.18	106,592 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		200	D	\$80.19	106,392 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		600	D	\$80.198	105,792 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		900	D	\$80.2	104,892 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		800	D	\$80.208	104,092 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		800	D	\$80.21	103,292 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		300	D	\$80.218	102,992 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		600	D	\$80.227	102,392 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		500	D	\$80.23	101,892 <sup>(1)</sup>	D	
Common Stock	03/04/2008		S		500	D	\$80.24	101,392 <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					
Stock Option (Right-to-Buy)	\$26.78	03/04/2008		M			8,000	01/04/2001	01/04/2010	Common Stock	8,000	\$26.78	0	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	Title	Amount or Number of Shares				
Stock Option (Right-to-Buy)	\$39.28	03/04/2008		M			12,000	08/15/2002	08/15/2011	Common Stock	12,000	\$39.28	0	D	

**Explanation of Responses:**

1. Total includes 20,000 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; 16,000 unvested RPSRs granted under the 2001 LTISP on 2/28/07 with the measurement period ending 12/31/09; 12,500 unvested Restricted Stock Rights ("RSRs") granted under the LTISP on 1/15/08 with 100% vesting on 1/15/11; and 12,200 unvested RPSRs granted under the LTISP on 2/27/08, with the measurement period ending on 12/31/10. RPSR grants were awarded pursuant to Rule 16b-3(d); and RSR grant was awarded pursuant to Rule 16b-3(d)(3).

/s/ Kathleen M. Salmas,  
Attorney-in-fact for Philip A. Teel      03/06/2008

\*\* 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.

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