

LIVANOS ALEXANDER C
 Form 4
 February 22, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 LIVANOS ALEXANDER C

2. Issuer Name and Ticker or Trading Symbol
 NORTHROP GRUMMAN CORP /DE/ [NOC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1840 CENTURY PARK EAST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/21/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Corp. VP & Pres. Space Tech.

LOS ANGELES, CA 90067

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/21/2006 | | S | 2,800 D \$ 65.18 | 49,020 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | 2,200 D \$ 65.21 | 46,820 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | 200 D \$ 65.22 | 46,620 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | 3,500 D \$ 65.23 | 43,120 ⁽¹⁾ | D | |
| Common Stock | 02/21/2006 | | S | 200 D \$ 65.26 | 42,920 ⁽¹⁾ | D | |

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|--------------|------------|---|-----|---|----------|-----------------------|---|
| Common Stock | 02/21/2006 | S | 100 | D | \$ 65.27 | 42,820 ⁽¹⁾ | D |
| Common Stock | 02/21/2006 | S | 400 | D | \$ 65.28 | 42,420 ⁽¹⁾ | D |
| Common Stock | 02/21/2006 | S | 100 | D | \$ 65.3 | 42,320 ⁽¹⁾ | D |
| Common Stock | 02/21/2006 | S | 120 | D | \$ 65.31 | 42,200 ⁽¹⁾ | D |
| Common Stock | 02/21/2006 | S | 100 | D | \$ 65.32 | 42,100 ⁽¹⁾ | D |
| Common Stock | 02/21/2006 | S | 800 | D | \$ 65.33 | 41,300 ⁽¹⁾ | D |
| Common Stock | 02/21/2006 | S | 600 | D | \$ 65.34 | 40,700 ⁽¹⁾ | D |
| Common Stock | 02/21/2006 | S | 700 | D | \$ 65.35 | 40,000 ⁽¹⁾ | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

