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NORTHROP GRUMMAN CORP /DE/

Form 3

March 13, 2007

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement NORTHROP GRUMMAN CORP /DE/ [NOC] À PALMER JAMES F (Month/Day/Year) 03/12/2007 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1840 CENTURY PARK EAST (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer _ Other Person LOS ANGELES, CAÂ 90067 (give title below) (specify below) Form filed by More than One Corp. VP & CFO Reporting Person (City) (State) (Zip) **Table I - Non-Derivative Securities Beneficially Owned** 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock $60,000 \frac{(1)}{}$ Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

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 $Table\ II\ -\ Derivative\ Securities\ Beneficially\ Owned\ (\textit{e.g.},\ puts,\ calls,\ warrants,\ options,\ convertible\ securities)$

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable Expiration Date (Month/Day/Year) | le and | 3. Title and Amount of Securities Underlying Derivative Security | | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|-----------------|--|------------------------|---------------------------|----------------------------|--|
| | | | (Instr. 4) | | Price of | Derivative | (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of | Derivative | Security: | |
| | | | | | Security | Direct (D) | |
| | | | | | | or Indirect | |

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Employee Stock Option (right to buy) $\frac{(2)}{(2)}$ 03/12/2008 $\frac{(2)}{(2)}$ 03/12/2017 Common Stock 40,000 \$73.82 D \hat{A}

Reporting Owners

Reporting Owner Name / Address

Director | 10% Owner | Officer | Other

PALMER JAMES F

1840 CENTURY PARK EAST | Â | Â | Corp. VP & CFO | Â

LOS ANGELES, CAÂ 90067

Signatures

Kathleen M. Salmas, Attorney-in-fact for James F.
Palmer

03/13/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- Total includes 20,000 unvested Restricted Performance Stock Rights granted pursuant to the Northrop Grumman 2001 Long-Term

 Incentive Stock Plan (LTISP) on March 12, 2007, with the valuation of performance measurement period ending on December 31, 2009; and 40,000 unvested Restricted Stock Rights granted pursuant to the 2001 LTISP on March 12, 2007, vesting in four equal (25%) annual installments commencing March 12, 2008.
- Grant of option to buy shares of Common Stock of Issuer on March 12, 2007 pursuant to the Northrop Grumman 2001 LTISP. This stock option becomes exercisable to the extent of one-fourth (25%) of the optioned shares for each full year of employment following the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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