

MULLAN JOHN H
 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 *
 MULLAN JOHN H

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Corp. VP & Secretary

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

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

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

LOS ANGELES, CA 90067

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 or Price		
Common Stock	02/21/2006		M ⁽¹⁾		2,897 A \$ 51.95	45,016 ⁽²⁾	D
Common Stock	02/21/2006		M ⁽¹⁾		1,987 A \$ 51.95	47,003 ⁽²⁾	D
Common Stock	02/21/2006		M ⁽¹⁾		2,884 A \$ 51.95	49,887 ⁽²⁾	D
Common Stock	02/21/2006		M ⁽¹⁾		2,954 A \$ 54.9	52,841 ⁽²⁾	D
Common Stock	02/21/2006		M ⁽¹⁾		325 A \$ 28.25	53,166 ⁽²⁾	D

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Common Stock	02/21/2006	M ⁽¹⁾	229	A	\$ 51.95	53,395 ⁽²⁾	D
Common Stock	02/21/2006	M ⁽¹⁾	225	A	\$ 51.95	53,620 ⁽²⁾	D
Common Stock	02/21/2006	M ⁽¹⁾	220	A	\$ 54.9	53,840 ⁽²⁾	D
Common Stock	02/21/2006	M ⁽¹⁾	2,000	A	\$ 39.28	55,840 ⁽²⁾	D
Common Stock	02/21/2006	M ⁽¹⁾	3,357	A	\$ 51.95	59,197 ⁽²⁾	D
Common Stock	02/21/2006	M ⁽¹⁾	1,686	A	\$ 51.95	60,883 ⁽²⁾	D
Common Stock	02/21/2006	M ⁽¹⁾	2,300	A	\$ 57.4	63,183 ⁽²⁾	D
Common Stock	02/21/2006	M ⁽¹⁾	2,000	A	\$ 47.11	65,183 ⁽²⁾	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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(9-02)

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006		M ⁽¹⁾	2,897	02/25/2005	12/17/2006	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006		A ⁽¹⁾	2,515	08/21/2006 ⁽³⁾	12/17/2006	Common Stock
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006		M ⁽¹⁾	1,987	02/25/2005	12/17/2008	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006		A ⁽¹⁾	1,765	08/21/2006 ⁽³⁾	12/17/2008	Common Stock

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Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006	<u>M</u> ⁽¹⁾	2,884	02/25/2005	12/16/2008	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	2,504	08/21/2006 ⁽³⁾	12/16/2008	Common Stock
Stock Option (Right-to-Buy)	\$ 54.9	02/21/2006	<u>M</u> ⁽¹⁾	2,954	08/01/2002	12/17/2008	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	2,651	08/21/2006 ⁽³⁾	12/17/2008	Common Stock
Stock Option (Right-to-Buy)	\$ 28.25	02/21/2006	<u>M</u> ⁽¹⁾	325	11/22/2001	11/22/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	224	08/21/2006 ⁽³⁾	11/22/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006	<u>M</u> ⁽¹⁾	229	02/25/2005	11/22/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	203	08/21/2006 ⁽³⁾	11/22/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006	<u>M</u> ⁽¹⁾	225	02/25/2005	11/22/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	195	08/21/2006 ⁽³⁾	11/22/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 54.9	02/21/2006	<u>M</u> ⁽¹⁾	220	08/01/2002	11/23/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	196	08/21/2006 ⁽³⁾	11/23/2009	Common Stock
Stock Option (Right-to-Buy)	\$ 39.28	02/21/2006	<u>M</u> ⁽¹⁾	2,000	08/15/2002	08/15/2011	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	1,487	08/21/2006 ⁽³⁾	08/15/2011	Common Stock
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006	<u>M</u> ⁽¹⁾	3,357	02/25/2005	08/15/2011	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	2,915	08/21/2006 ⁽³⁾	08/15/2011	Common Stock
Stock Option (Right-to-Buy)	\$ 51.95	02/21/2006	<u>M</u> ⁽¹⁾	1,686	02/25/2005	08/15/2011	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	1,464	08/21/2006 ⁽³⁾	08/15/2011	Common Stock
Stock Option (Right-to-Buy)	\$ 57.4	02/21/2006	<u>M</u> ⁽¹⁾	2,300	08/20/2003	08/20/2012	Common Stock
Stock Option (Right-to-Buy)	\$ 65.3	02/21/2006	<u>A</u> ⁽¹⁾	2,120	08/21/2006 ⁽³⁾	08/20/2012	Common Stock
	\$ 47.11	02/21/2006	<u>M</u> ⁽¹⁾	2,000	08/20/2004	08/20/2013	

