

NORTHROP GRUMMAN CORP /DE/  
Form 3  
March 20, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>FRASER DARRYL M</p> <p>(Last) (First) (Middle)</p> <p>1840 CENTURY PARK EAST</p> <p>(Street)</p> <p>LOS ANGELES, CA 90067</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/15/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NORTHROP GRUMMAN CORP /DE/ [NOC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Corp. VP, Communications</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	16,593 <sup>(1)</sup>	D <sup>(1)</sup>	^
Common Stock	3,171.37 <sup>(2)</sup>	I	See footnote.

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right-to-Buy)	08/20/2004 <sup>(3)</sup>	08/20/2013	Common Stock	4,000	\$ 47.11	D	Â
Stock Option (Right-to-Buy)	06/14/2005 <sup>(4)</sup>	06/14/2014	Common Stock	4,000	\$ 52.485	D	Â
Stock Option (Right-to-Buy)	02/27/2009 <sup>(5)</sup>	02/27/2015	Common Stock	16,750	\$ 80.82	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRASER DARRYL M 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Â	Â	Â Corp. VP, Communications	Â

## Signatures

Kathleen M. Salmas, Attorney-in-fact for Darryl M. Fraser 03/20/2008

\*\*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).

(1) Total amount includes 4,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/15/06 with a valuation of performance measurement period ("measurement period") ending on 12/31/08; 5,000 unvested RPSRs granted under the 2001 LTISP on 2/28/07 with the measurement period ending on 12/31/09; and 3,650 unvested RPSRs granted under the 2001 LTISP on 2/27/08 with the measurement period ending on 12/31/10. Grants awarded pursuant to Rule 16b-3(d).

(2) Held in the Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of March 14, 2008. Share totals with respect to the Plan are based upon unit accounting and therefore may reflect a decrease in units attributable to an individual though no disposition occurred.

(3) The option, granted on 8/20/03, became first exercisable on 8/20/04 with vesting schedule of one-fourth (25%) annual installments of the optioned shares commencing from the date of grant. The vesting schedule accelerated to 100% on 9/30/05.

(4) The option, granted on 6/14/04, became first exercisable on 6/14/05 with vesting schedule of one-fourth (25%) annual installments of the optioned shares commencing from the date of grant. The vesting schedule accelerated to 100% on 9/30/05.

(5) The option, granted on 2/27/08, vests in three annual installments from the date of the grant and becomes exercisable to the extent of one-third (33%) of the optioned shares on 2/27/09.

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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