

FROST PHILLIP MD ET AL

Form 4

January 26, 2005

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FROST PHILLIP MD ET AL

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)

LOS ANGELES, CA 90067

(City)

(State)

(Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/24/2005

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

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

**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	01/24/2005	01/24/2005	J <sup>(1)</sup>		1,351 (1)	A \$ 51.29	2,823 I
Common Stock	01/24/2005	01/24/2005	J <sup>(3)</sup>		294 (3)	A \$ 51.95 (4)	5,866 D
Common Stock	01/24/2005	01/24/2005	J <sup>(5)</sup>		1,589 (5)	A \$ 51.29	7,455 (6) D
Common Stock							1,234 (6) (7) I

See  
footnote.  
(2)

See  
footnote.  
(7)



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- (3) Shares distributed pursuant to the 1993 Stock Plan for Non-Employee Directors in transactions exempt under Rule 16b-3.
- (4) Price is based on average FMV for 12 months ended 12/31/04 rounded up to the nearest tenth.
- (5) Distribution of shares pursuant to the 1993 Stock Plan for Non-Employee Directors from stock unit account into which shares had previously been deferred. This transaction is exempt pursuant to Rule 16b-3.
- (6) Effective June 21, 2004, the common stock of Northrop Grumman was split 2-for-1. The number of shares and price per share adjusted accordingly on the first day of trading following the June 21, 2004 distribution date.  
  
Represents shares of common stock held in a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors, and
- (7) following the distribution of 1,589 shares from the stock unit account in above transaction as described in footnote 5. This transaction is exempt pursuant to Rule 16b-3.  
  
Shares held by the Frost Gamma Investments Trust, of which the reporting person is the trustee and Frost Gamma L.P. is the sole and exclusive beneficiary. The reporting person is the sole limited partner of Frost Gamma, L.P. The general partner of Frost Gamma L.P. is
- (8) Frost Gamma, Inc. and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. The reporting person is also the sole shareholder of Frost-Nevada Corporation.

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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