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FRANK STEPHEN E

Form 4

September 29, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * FRANK STEPHEN E

2. Issuer Name and Ticker or Trading

Symbol

NORTHROP GRUMMAN CORP /DE/ [NOC]

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

Common

Stock

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

09/29/2006

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

Issuer

below)

1840 CENTURY PARK EAST (Street)

Filed(Month/Day/Year)

LOS ANGELES, CA 90067

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	Securities Acquir	ired :	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed of	(D)	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)]	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)		(Owned	Indirect (I)	Ownership
					1	Following	(Instr. 4)	(Instr. 4)
				(4)	1	Reported		
				(A)	,	Transaction(s)		
			Code V	or Amount (D) Pr	Price	(Instr. 3 and 4)		
				ф				See
Common Stock	09/29/2006		<u>J(1)</u>	400 (1) A \$ 68.	3.07	1,703 <u>(2)</u>	I	footnote.
								<u> </u>

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
		or Exercise Price of Derivative	(Month/Day/Tear)	any (Month/Day/Year)	Code			(Month/Day/Year) ative tities red sed 3,		Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

FRANK STEPHEN E 1840 CENTURY PARK EAST X LOS ANGELES, CA 90067

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Stephen E. Frank

09/29/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(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).
- Shares of common stock deferred into stock unit account, including dividends, pursuant to the 1993 Stock Plan for Non-Employee **(1)** Directors in a transaction exempt pursuant to Rule 16b-3.
- Represents shares of common stock held in a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors in a **(2)** transaction exempt pursuant to Rule 16b-3.

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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