

ZISKIN IAN V  
 Form 3  
 January 06, 2006

**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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â ZISKIN IAN V		(Month/Day/Year)	NORTHROP GRUMMAN CORP /DE/ [NOC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1840 CENTURY PARK EAST			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below) Corp VP & Chf HR & Adm Ofcr	
LOS ANGELES,Â CAÂ 90067			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**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	12,600 <sup>(1)</sup>	D	Â
Common Stock	2,533.03	I	See footnote. <sup>(2)</sup>

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)	06/16/2004 <sup>(3)</sup>	06/16/2013	Common Stock	8,000	\$ 43.56	D	Â
Stock Option (Right-to-Buy)	08/20/2004 <sup>(3)</sup>	08/20/2013	Common Stock	10,000	\$ 47.11	D	Â
Stock Option (Right-to-Buy)	06/14/2005 <sup>(3)</sup>	06/14/2014	Common Stock	10,000	\$ 52.485	D	Â
Stock Option (Right-to-Buy)	11/02/2006 <sup>(4)</sup>	11/02/2015	Common Stock	10,000	\$ 54.2	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZISKIN IAN V 1840 CENTURY PARK EAST LOS ANGELES, CA 90067	Â	Â	Â Corp VP & Chf HR & Adm Ofcr	Â

## Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Ian V. Ziskin 01/06/2006

\*\*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 includes 4,600 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan ("LTISP") on 8/20/03, with a valuation of performance measurement period ("measurement period") ending 12/31/06; 1,000 unvested RPSRs granted under the 2001 LTISP on 11/2/05, with a measurement ending 12/31/06; 5,000 unvested RPSRs granted under the 2001 LTISP on 2/16/05, with a measurement period ending 12/31/07; and 2,000 unvested RPSRs granted under the 2001 LTISP on 11/2/05, with the measurement period ending 12/31/07. Grants awarded pursuant to Rule 16b-3(d).
  - (2) Held in Northrop Grumman Savings and Investment Plan, a qualified profit sharing plan, as of December 30, 2005. 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) This option was vested and exercisable on 9/30/05 pursuant to board of directors resolution dated 5/16/05, approving acceleration of options granted prior to 9/30/05.
  - (4) This option was granted on 11/2/05 and vests in four annual equal installments commencing from grant date.

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.