

FROST PHILLIP MD ET AL

Form 4

January 31, 2006

FORM 4

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

OMB APPROVAL

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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

(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)

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

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

1840 CENTURY PARK EAST

01/27/2006

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

LOS ANGELES, CA 90067

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	01/27/2006		J ⁽¹⁾		\$ 55.14 ⁽²⁾	7,572	D
Common Stock	01/27/2006		J ⁽³⁾		\$ 55.14 ⁽²⁾	2,329 ⁽⁴⁾	I See footnote. ⁽⁴⁾
Common Stock	01/27/2006		J ⁽³⁾		\$ 62.67 ⁽³⁾	1,072 ⁽⁴⁾	I See footnote. ⁽⁴⁾
Common Stock	01/27/2006		J ⁽³⁾		\$ 55.14 ⁽³⁾	7,948	D

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- (2) Price is based on average FMV for 12 months ended 12/31/2005 rounded up to the nearest tenth.
- (3) 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.
- (4) Represents shares of common stock held in a stock unit account pursuant to the 1993 Stock Plan for Non-Employee Directors in a transaction exempt pursuant to Rule 16b-3.

- (5) 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 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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