

NORTHROP GRUMMAN CORP /DE/

Form 3/A

February 27, 2008

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

MILLS LINDA A

(Last) (First) (Middle)

1840 CENTURY PARK EAST

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/01/2008

3. Issuer Name and Ticker or Trading Symbol

NORTHROP GRUMMAN CORP /DE/ [NOC]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Corp. VP & Pres. Info. Tech.

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

02/04/2008

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 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

19,350 ⁽¹⁾D ⁽¹⁾

M

Common Stock

1,090

I

Trustee: Linda Anne Mills Living
Trust U/A 3/27/00

Common Stock

7,605.7946

I

See footnote. ⁽²⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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 Date3. Title and Amount of
Securities Underlying

4. Conversion

5. Ownership

6. Nature of
Indirect Beneficial

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	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right-to-Buy)	04/26/2001 ⁽³⁾	04/25/2010	Common Stock	10,714	\$ 54.11	D	Â
Stock Option (Right-to-Buy)	02/11/2002 ⁽⁴⁾	02/19/2012	Common Stock	8,572	\$ 34.54	D	Â
Stock Option (Right-to-Buy)	08/20/2004 ⁽⁵⁾	08/20/2013	Common Stock	7,000	\$ 47.11	D	Â
Stock Option (Right-to-Buy)	06/14/2005 ⁽⁶⁾	06/14/2014	Common Stock	8,000	\$ 52.485	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLS LINDA A 1840 CENTURY PARK EAST LOS ANGELES, Â CA Â 90067	Â	Â	Â Corp. VP & Pres. Info. Tech.	Â

Signatures

/s/ Kathleen M. Salmas, Attorney-in-fact for Linda A. Mills

02/26/2008

____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 includes 3,600 vested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 2/16/05 with a valuation of performance measurement period ("measurement period") that ended on 12/31/07; 7,000 unvested RPSRs granted under the LTISP on 2/15/06 with a measurement period ending on 12/31/08; and 8,750 unvested RPSRs granted under the LTISP on 2/28/07 with a measurement period ending on 12/31/09. 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 January 29, 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) This option, granted on 4/26/00, vests in three annual installments from the date of the grant and became exercisable to the extent of one-third (33%) of the optioned shares on 4/26/01.

(4) This option, granted on 2/20/02, became 100% vested and exercisable on 12/11/02 due to change in control.

(5) This 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.

(6) This 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.

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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