

AGEE JERRY B
Form 3
August 23, 2005

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 and Ticker or Trading Symbol | |
| Â AGEE JERRY B | | (Month/Day/Year) | NORTHROP GRUMMAN CORP /DE/ [NOC] | |
| (Last) | (First) | 08/16/2005 | | |
| 1840 CENTURY PARK EAST | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | |
| LOS ANGELES,Â CAÂ 90067 | | | (Check all applicable) | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Acting Pres., Mission Systems | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <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 | 16,000 ⁽¹⁾ | D | Â |
| Common Stock | 5,298.892 | I | See footnote. ⁽²⁾ |

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) | 02/04/1998 ⁽³⁾ | 02/03/2007 | Common Stock | 2,144 | \$ 46.79 | D | Â |
| Stock Option (Right-to-Buy) | 02/11/1999 ⁽⁴⁾ | 02/10/2008 | Common Stock | 2,144 | \$ 49.85 | D | Â |
| Stock Option (Right-to-Buy) | 02/10/2000 ⁽⁵⁾ | 02/09/2009 | Common Stock | 1,608 | \$ 46.67 | D | Â |
| Stock Option (Right-to-Buy) | 04/26/2001 ⁽⁶⁾ | 04/25/2010 | Common Stock | 16,072 | \$ 54.11 | D | Â |
| Stock Option (Right-to-Buy) | 12/11/2002 ⁽⁷⁾ | 02/19/2012 | Common Stock | 8,572 | \$ 34.54 | D | Â |
| Stock Option (Right-to-Buy) | 08/20/2004 ⁽⁸⁾ | 08/20/2013 | Common Stock | 12,000 | \$ 47.11 | D | Â |
| Stock Option (Right-to-Buy) | 06/14/2005 ⁽⁹⁾ | 06/14/2014 | Common Stock | 12,000 | \$ 52.485 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| AGEE JERRY B 1840 CENTURY PARK EAST LOS ANGELES, CA 90067 | Â | Â | Â Acting Pres., Mission Systems | Â |

Signatures

Kathleen M. Salmas, Attorney- in-fact for Jerry B.
Agee

08/23/2005

__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 4,000 unvested Restricted Performance Stock Rights (RPSRs) granted under the 2001 Long-Term Incentive Stock Plan (LTISP) on 5/21/03, with the valuation of performance measurement period ("measurement period") ending on 12/31/05; 6,000 unvested RPSRs granted under the 2001 LTISP on 8/20/03, with the measurement period ending on 12/31/06; and 6,000 unvested RPSRs granted under the 2001 LTISP on 2/16/05, with the measurement period ending on 12/31/07. 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 August 15, 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, originally a TRW Inc. option granted on 2/4/97 and vesting in three equal annual installments, was fully-vested immediately upon Northrop Grumman Corporation's acquisition of TRW Inc. on 12/11/02.

(4) This option, originally a TRW Inc. option granted on 2/11/98 and vesting in three equal annual installments, was fully-vested immediately upon Northrop Grumman Corporation's acquisition of TRW Inc. on 12/11/02.

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- (5) This option, originally a TRW Inc. option granted on 2/10/99 and vesting in three equal annual installments, was fully-vested immediately upon Northrop Grumman Corporation's acquisition of TRW Inc. on 12/11/02.
- (6) This option, originally a TRW Inc. option granted on 4/26/00 and vesting in three equal annual installments, was fully-vested immediately upon Northrop Grumman Corporation's acquisition of TRW Inc. on 12/11/02.
- (7) This option, originally a TRW Inc. option granted on 2/20/02 and vesting in three equal annual installments, was fully-vested immediately upon Northrop Grumman Corporation's acquisition of TRW Inc. on 12/11/02.
- (8) This option was granted on 8/20/03, and vests in four equal annual installments following the date of the grant.
- (9) This option was granted on 6/14/04, and vests in four equal annual installments following the date of the grant.

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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