FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT C	OF CHANGES IN E	BENEFICIAL	OWNERSHIP

OMB APPF	ROVAL
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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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	nd Address o	Reporting Person* $\overline{\mathrm{LD}\;\mathrm{D}}$							cker or Trad		ymbol				ck all appl Direct	or	g Per	son(s) to Is	
(Last) (First) (Middle) NORTHROP GRUMMAN CORPORATION 1840 CENTURY PARK EAST			3. Date of Earliest Transaction (Month/Day/Year) 08/29/2006										Office below	r (give title)		Other (below)	specify		
(Street)	NTURY PA	ARK EAST			4. If	Ame	endment	t, Date	of Original	Filed	(Month/D	ay/Year)		6. Ind Line)		Joint/Group			·
. ,	GELES C	A !	90067												=	filed by Mor	•	Ü	
(City)	(S	tate)	(Zip)																
		Tab	le I - Non	-Deriva	ative	Sec	curitie	es Ac	quired,	Disp	osed	of, or B	enef	icially	Owne	d			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da				ay/Year) if		2A. Deemed Execution Date if any (Month/Day/Yea		Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)			Securiti Benefic Owned	5. Amount of Securities Beneficially Owned Following Reported		n: Direct r Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) (D)	or _F	rice	Transac (Instr. 3	tion(s)			(instr. 4)
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Day	Date, T	4. Transaction Code (Inst				6. Date Exercisal Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Securi (Instr. 3 and 4)		S (I	Price of erivative ecurity estr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owners Form: Direct (or Indir (I) (Inst	Ownership	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				C	Code	v	(A)	(D)	Date Exercisable		piration ite	Title	Amo or Num of Shai	ber					
Phantom Stock ⁽¹⁾	\$0 ⁽²⁾	08/29/2006			I		287		(1)		(1)	Common Stock	28	37	\$65.73	1,840 ⁽³⁾		D	

Explanation of Responses:

- 1. The shares of phantom stock issued under the Chevron Non-Employee Directors' Equity Compensation and Deferral Plan become payable in cash or common stock, at the election of the reporting person, upon the reporting person's termination of service.
- 3. This includes dividend equivalent accruals under the Chevron Non-Employee Directors' Equity Compensation and Deferral Plan.

Christopher A. Butner on 08/31/2006 behalf of Ronald D. Sugar

** Signature of Reporting Person Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.