

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

SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
Of the Securities Exchange Act of 1934
(Amendment No. 1)

COMPTEK RESEARCH, INC.

Northrop Grumman Corporation, a Delaware Corporation

Common Stock, \$.02 par value

204682

NORTHROP GRUMMAN CORPORATION
1840 Century Park East
Los Angeles, CA 9007
Attn: John H. Mullan, Esq.
Secretary (310) 201-3081

Calculation of Filing Fee

Transaction valuation*	Amount of filing fee
Not applicable	None

*Set forth the amount on which the filing fee is calculated and state how it was determined.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: -----

Form or Registration No.-----

Filing Party: -----

Date Filed: -----

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13c-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Pursuant to General Instruction D to Schedule T0, no signature is required.