

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 14D-1

(AMENDMENT NO. 4)

TENDER OFFER STATEMENT PURSUANT TO SECTION  
14(D)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

GRUMMAN CORPORATION

-----  
(NAME OF SUBJECT COMPANY)

NORTHROP ACQUISITION, INC.

-----  
(BIDDER)

Common Stock, \$1.00 par value per share  
(Including the Associated Rights)

-----  
(TITLE OF CLASS OF SECURITIES)

40018110

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(CUSIP NUMBER OF CLASS OF SECURITIES)

Richard R. Molleur, Esq.  
Northrop Corporation  
1840 Century Park East  
Los Angeles, CA 90067  
(310) 553-6262

COPY TO:

Karen E. Bertero, Esq.  
Gibson, Dunn & Crutcher  
333 South Grand Avenue  
Los Angeles, CA 90071  
(213) 229-7000

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(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON  
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDER)

CALCULATION OF FILING FEE

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TRANSACTION VALUATION\*

\$2,104,030,800.00

AMOUNT OF FILING FEE\*\*

\$420,806.16

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\* For purposes of calculating fee only. Assumes purchase of 35,067,180 shares of Common Stock, \$1.00 par value per share, of Grumman Corporation at \$60.00 per share.

\*\* 1/50th of 1% of Transaction valuation.

[ ] CHECK 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: Not Applicable

Filing party: Not Applicable

Form or registration no.: Not Applicable

Date filed: Not Applicable

This Amendment No. 4 amends and supplements the Tender Offer Statement on Schedule 14D-1, dated March 14, 1994 (the "Schedule 14D-1"), of Northrop Acquisition, Inc. (the "Purchaser") and Northrop Corporation ("Northrop"), as amended, filed in connection with the Purchaser's offer to purchase all of the outstanding shares of Common Stock, par value \$1.00 per share, of Grumman Corporation, a New York corporation (the "Company"), and the associated preferred stock purchase rights, as set forth in the Schedule 14D-1.

ITEM 3. PAST CONTACTS, TRANSACTIONS OR NEGOTIATIONS WITH THE SUBJECT COMPANY.

On March 28, 1994, Northrop sent a letter to the Company, a copy of which is attached hereto as Exhibit (c)(8) and incorporated herein by reference in its entirety.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(c)(8) Letter dated March 28, 1994 from Northrop to the Company.

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.

Dated: March 29, 1994

NORTHROP CORPORATION

/s/ Richard R. Molleur

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Name: Richard R. Molleur  
Title: Corporate Vice President

NORTHROP ACQUISITION, INC.

/s/ Richard R. Molleur

-----  
Name: Richard R. Molleur  
Title: Vice President and Secretary

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
(c)(8)	Letter dated March 28, 1994 from Northrop to the Company.

March 28, 1994

Dr. Renso L. Caporali  
Chairman and Chief Executive Officer  
Grumman Corporation  
1111 Stewart Avenue  
Bethpage, NY 11714-3580

Dear Renso:

We have received, and are reviewing, your letter dated March 28, 1994.

I wish to point out that the process you have proposed continues the unlevel playing field.

First, Northrop continues to be faced with the cost of the Martin Marietta lockup fee, a \$50 plus million expense that has been imposed on Northrop but not (obviously) on Martin Marietta.

Second, the high bid presently "on the table" is Northrop's bid of \$60 per share. Martin Marietta has been aware of that fact for over two weeks. By contrast, Northrop is now being asked to bid against a purely hypothetical price increase from Martin Marietta without any notice or knowledge of whether such an increase is in fact submitted. In essence, Grumman is proposing that Northrop bid against itself. Since Northrop has fiduciary duties to its own stockholders, this imposes a considerable burden upon us.

While the Grumman Board has "determined that it is in the best interests of the shareholders of the Company to have free and open competitive bidding," the proposed process is not open. While we share Grumman's desire to avoid undue delay in concluding the present acquisition process, it is not in the best interests of Grumman's stockholders to prematurely cut off potential bidding and potentially deprive stockholders of the opportunity to receive the maximum value for their shares. This, of course, will occur if Northrop is not allowed the opportunity to top any increase in bid which Martin Marietta wishes to make.

A process, similar to that which you have proposed, might have been appropriate in January before actions were taken to exclude Northrop from the bidding which forced us to act publicly. Having done so, it is apparent that, without the bidding rules and procedures described in your March 28 letter, the current process is open (all correspondence, offers, etc., must be public); it is fair (there can be no backroom deals); it is orderly (the SEC regulations guide the process); it will conclude in the very near future (both suitors are subject to time and financial constraints); and, it is in the best interest of all concerned--the shareholders, employees and communities benefit precisely because the inherent transparency of the process means that the highest offer will win. This then is what we believe is a true, open process in which we are currently engaged.

Sincerely,

/s/ KENT KRESA  
Kent Kresa