

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Annual report pursuant to Section 15 (d) of the Securities
Exchange Act of 1934 (No fee required)

For the period ended December 31, 1999.

OR

Transition report pursuant to SECTION 15 (d) of the Securities Exchange Act
of 1934 (No fee required)

For the transition period from _____ to _____

Commission file number 1-3229

A. Full title of the plan and the address of the plan, if different from
that of the issuer named below:

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.
Logicon, Inc.
3701 Skypark Drive
Torrance, California 90505

B. Name of issuer of the securities held pursuant to the Plan and the
address of its principal executive office:

NORTHROP GRUMMAN CORPORATION
1840 Century Park East
Los Angeles, California 90067

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the
trustees (or other persons who administer the employee benefit plan) have duly
caused this annual report to be signed on its behalf by the undersigned hereunto
duly authorized.

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.

/s/ Steve Movius

By Steve Movius
Chief Financial Officer

Dated: March 24, 2000

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.

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INDEPENDENT AUDITORS' REPORT

To the Participants and the
Administrative Committee of the
Employees' Stock Purchase Plan of Logicon, Inc.:

We have audited the accompanying statements of financial condition of the Employees' Stock Purchase Plan of Logicon, Inc. as of December 31, 1999 (liquidation basis) and 1998, and the related statements of income and changes in plan equity for each of the three years in the period ended December 31, 1999. These financial statements are the responsibility of the Plan's Administrative Committee. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial condition of the Employees' Stock Purchase Plan of Logicon, Inc. as of December 31, 1999 (liquidation basis) and 1998, and its income and changes in plan equity for each of the three years in the period ended December 31, 1999 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 5 to the accompanying financial statements, the board of directors of Logicon, Inc., the Plan's Sponsor, elected on December 18, 1999 to terminate the Plan. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting used to determine the amounts at which investments information is stated from the ongoing basis used in presenting 1998 and 1997 financial statements to the liquidation basis used in presenting the 1999 financial statements.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP
Los Angeles, California
March 30, 2000

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.

STATEMENTS OF FINANCIAL CONDITION
 DECEMBER 31, 1999 (LIQUIDATION BASIS) AND 1998

	1999	1998
ASSETS:		
Investment in common stock of Northrop Grumman Corporation, at fair value (Notes 1 and 2)	\$13,262,465	\$18,208,271
Cash and short-term investments	2,142,601	915,360
Receivable for sale of common stock	982,250	-
Contributions receivable from participants	5,176	245,056
Due from Logicon, Inc.	7,795	6,170
	-----	-----
Total assets	16,400,287	19,374,857
LIABILITIES:		
Dividends and interest payable to participants	237,839	233,032
Dividends and interest payable to Logicon, Inc.	117,680	116,211
Net assets payable to participants upon plan termination (Note 5)	15,909,805	-
Payable for purchase of common stock	-	363,344
Participant withdrawals payable	134,963	341,488
	-----	-----
Total liabilities	16,400,287	1,054,075
	-----	-----
PLAN EQUITY	\$ -	\$18,320,782
	=====	=====

See notes to financial statements.

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.

STATEMENTS OF INCOME AND CHANGES IN PLAN EQUITY
 YEARS ENDED DECEMBER 31, 1999 (LIQUIDATION BASIS), 1998 AND 1997

	1999	1998	1997
ADDITIONS:			
Investment income:			
Dividend income	\$ 338,590	\$ 331,321	\$ 256,332
Interest income	19,574	16,836	18,864
Net realized and unrealized appreciation in market value of Logicon, Inc. common stock			13,199,447
Net realized and unrealized (depreciation) appreciation in market value of Northrop Grumman Corporation common stock	(5,021,276)	(7,694,223)	230,946
Contributions by participants	6,344,164	6,072,697	5,460,278
Contributions by Logicon, Inc., net of participant forfeitures of \$291,010, \$754,405 and \$783,459	2,938,668	2,169,065	1,846,696
	-----	-----	-----
	4,619,720	895,696	21,012,563
	-----	-----	-----
DEDUCTIONS:			
Participant withdrawals	1,713,240	3,317,793	2,564,383
Distributions to participants	5,079,685	10,626,339	5,431,944
Distributions of dividends and interest	237,772	232,968	203,268
	-----	-----	-----
	6,994,577	14,177,100	8,199,595
	-----	-----	-----
DISTRIBUTIONS TO PARTICIPANTS UPON PLAN TERMINATION (Note 5)	15,909,805		

(DECREASE) INCREASE IN PLAN EQUITY	(18,320,782)	(13,281,404)	12,812,968
PLAN EQUITY:			
Beginning of period	18,320,782	31,602,186	18,789,218
	-----	-----	-----
End of period	\$ -	\$ 18,320,782	\$ 31,602,186
	=====	=====	=====

See notes to financial statements.

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.

NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 1999 (LIQUIDATION BASIS), 1998 AND 1997

1. DESCRIPTION OF THE PLAN

The Employees' Stock Purchase Plan of Logicon, Inc. (the "Plan") was established to provide the employees of certain subsidiaries of Logicon, Inc. (the "Company") the opportunity to acquire shares of Logicon, Inc. common stock. As a result of the merger of Logicon, Inc. and Northrop Grumman Corporation ("Northrop") on August 1, 1997, each share of Logicon, Inc. common stock was converted to .6161 of a share of Northrop Grumman common stock. Effective August 21, 1997, the Plan was amended to provide for the purchase of Northrop common stock. Participants may contribute up to 6% of their base compensation to the Plan through regular after tax payroll deductions. The Company makes contributions to the Plan equal to 50% of the amounts contributed by participants, less participant forfeitures of non-vested amounts. As provided in the Trust agreement, all participant and Company contributions are invested by Sanwa Bank California (the "Trustee") in shares of Northrop common stock. The shares are purchased at fair market value on the open market. All administrative and other expenses of the Plan are paid by the Company. Dividend and interest income is distributed ratably to the participants and to the Company each year based upon participants' vested and non-vested account balances.

Participants' interests in the Plan are accumulated in units which, at the time of distribution or withdrawal, are converted into whole shares of Northrop common stock and into cash for fractional shares. This conversion is based upon each participant's proportionate interest in the Plan as measured in units, multiplied by the total number of shares of Northrop common stock held by the Plan. Participant contributions are fully vested at all times. Company contributions vest two years after the close of the plan year in which the contributions were made, or at the time of the participant's total disability, death or retirement. Distributions of class year equity are made annually following the end of the Plan year in which the Company contributions become fully vested. On December 18, 1999, the Company terminated the Plan with all participants becoming fully vested in their share of Company contributions as of and after July 1, 1999.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Investment in Northrop Grumman Corporation common stock is stated at its closing market price on the date of valuation.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Financial Statement Reclassification - To conform to the presentation in 1999, certain amounts for 1998 and 1997 have been reclassified in the financial statements.

3. INCOME TAXES

The Plan is established under current tax law as a grantor trust and is therefore not subject to taxes on its income. For tax purposes, the Company is considered to be the owner of the portion of the Plan equity attributable to non-vested Company contributions. Company contributions, and earnings thereon, become taxable to participants as compensation upon vesting and distribution. Participants are responsible for individual income taxes on dividend and interest distributions from the Plan.

4. DETAIL OF PLAN EQUITY

	December 31,		
	----- 1999	1998	1997 -----
Plan equity is comprised of the following:			
Class year ended December 31, 1995			\$10,424,080*
Class year ended December 31, 1996		\$ 6,145,706*	11,372,353
Class year ended December 31, 1997	\$ 3,350,245	5,241,209	9,805,753
Class year ended December 31, 1998	4,383,103	6,933,867	
Class year ended December 31, 1999	8,176,457		
	-----	-----	-----
	\$15,909,805**	\$ 18,320,782	\$31,602,186
	=====	=====	=====

* Subsequent to the applicable plan year end, the appropriate class year equity was distributed to participants.

** Represents plan equity prior to accrual of final distribution to participants upon liquidation.

At December 31, 1999, the number of units attributable to the Classes of 1999, 1998 and 1997 were 424,535, 227,579 and 173,951, respectively, and Plan equity per unit was approximately \$19.26.

5. PLAN TERMINATION

The Company elected to terminate the Plan as of December 18, 1999. At the Plan's termination, all employees who participate in the Plan on or after July 1, 1999 became fully vested in their share of Company contributions for all class years. Distributions for all class years are expected to be made during April 2000.

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Registration Statement No. 333-34717 of Northrop Grumman Corporation on Form S-8 of our report dated March 30, 2000, appearing in this Annual Report on Form 11-K of the Employees' Stock Purchase Plan of Logicon, Inc., for the year ended December 31, 1999.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP
Los Angeles, California
March 30, 2000