

Registration No. 333-_____

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NORTHROP GRUMMAN CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

95-4840775
(I.R.S. Employer
Identification No.)

1840 Century Park East
Los Angeles, California 90067
(Address, Including Zip Code, of Principal Executive Offices)

NORTHROP GRUMMAN CORPORATION 2001 LONG-TERM INCENTIVE STOCK PLAN
(Full Title of the Plan)

John H. Mullan, Esq.
Corporate Vice President, Secretary and Associate General Counsel
Northrop Grumman Corporation
1840 Century Park East
Los Angeles, California 90067
(310) 553-6262
(Name, Address and Telephone Number, Including Area Code, of Agent For
Service)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$1.00 per share (1)(2)	17,000,000 shares (1)(2)	\$90.66 (3)	\$141,220,000(3)	\$124,684.70(3)

(1) Each share of Common Stock, par value \$1.00 per share, of Northrop Grumman Corporation (the "Company") is accompanied by a preferred share purchase right ("Right") issuable pursuant to the Company's Rights Agreement dated January 31, 2001.

(2) This Registration Statement covers, in addition to the number of shares of Common Stock stated above, options and other rights to purchase or acquire the shares of Common Stock covered by the Prospectus and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), an additional indeterminate number of shares, options and rights which by reason of certain events specified in the Northrop Grumman Corporation 2001 Long-Term Incentive Stock Plan (the "Plan"), may become subject to the Plan.

(3) Pursuant to Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on August 6, 2003, as reported on the New York Stock Exchange.

REGISTRATION OF ADDITIONAL SECURITIES

In accordance with General Instruction E of Form S-8, Northrop Grumman Corporation (the "Registrant") is registering additional shares of common stock pursuant to the Northrop Grumman Corporation 2001 Long-Term Stock Incentive Plan (the "Plan"). The Registrant currently has an effective registration statement filed on Form S-8 relating to the Plan which registered securities of the same class as those being registered herewith filed with the Securities and Exchange Commission on August 10, 2001. The Registrant incorporates by reference that registration statement on Form S-8 (File No. 333-67266), which is made a part hereof.

On March 19, 2003, the Board of Directors of the Registrant authorized an amendment to the Plan to increase the number of shares of Common Stock covered by the Plan to 25,000,000. This amendment was approved by the shareholders of the Registrant at its annual meeting on May 21, 2003. 8,000,000 shares that were previously authorized to be issued under the Plan were registered in the prior registration statement. This registration statement registers the additional 17,000,000 shares authorized to be issued under the Plan.

EXHIBITS

Exhibit Number -----	Description of Exhibit -----
4.1	Northrop Grumman Corporation 2001 Long-Term Incentive Stock Plan, as amended (incorporated by reference to Exhibit B to the Definitive Proxy Statement filed April 4, 2003).
4.2	Restated Certificate of Incorporation of Northrop Grumman Corporation (incorporated by reference to Exhibit C to the Definitive Proxy Statement filed April 4, 2003).
4.3	Certificate of Designations, Preferences and Rights of Series B Preferred Stock of Northrop Grumman Corporation (incorporated by reference to Exhibit C to the Definitive Proxy Statement filed April 13, 2001).
4.4	Bylaws of Northrop Grumman Corporation (incorporated by reference to Exhibit 3.B to the Form 10-K filed March 24, 2003).
4.5	Rights Agreement dated as of January 31, 2001 between Northrop Grumman Corporation and EquiServe Trust Company, N.A. (incorporated by reference to Exhibit 4.3 to Amendment No. 2 to Form S-4 Registration Statement No. 333-54800 filed March 27, 2001).
5	Opinion of John H. Mullan, Esq. regarding the validity of the securities being registered.
15	Letter from Independent Accountants Regarding Unaudited Interim Financial Information.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of John H. Mullan, Esq. (included in Exhibit 5).
24	Power of Attorney.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on August 6, 2003.

NORTHROP GRUMMAN CORPORATION

By: /s/ John H. Mullan

 John H. Mullan
 Corporate Vice President,
 Secretary and Associate General Counsel

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
* ----- Ronald D. Sugar	President, Chief Executive Officer and Director (Principal Executive Officer)	August 6, 2003
* ----- Richard B. Waugh, Jr.	Corporate Vice President and Chief Financial Officer (Principal Financial Officer)	August 6, 2003
* ----- Sandra J. Wright	Corporate Vice President and Controller (Principal Accounting Officer)	August 6, 2003
* ----- Kent Kresa	Chairman of the Board	August 6, 2003
* ----- John T. Chain, Jr.	Director	August 6, 2003
* ----- Lewis W. Coleman	Director	August 6, 2003
* ----- Vic Fazio	Director	August 6, 2003
* ----- Phillip Frost	Director	August 6, 2003

*

Director

August 6, 2003

Charles R. Larson

*

Director

August 6, 2003

Charles H. Noski

*

Director

August 6, 2003

Jay R. Nussbaum

*

Director

August 6, 2003

Philip A. Odeen

*

Director

August 6, 2003

Aulana L. Peters

*

Director

August 6, 2003

John Brooks Slaughter

* By: /s/ John H. Mullan

John H. Mullan,
Attorney-in-Fact
August 6, 2003

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August 6, 2003

Northrop Grumman Corporation
1840 Century Park East
Los Angeles, CA 90067

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

I am a member of the bars of the States of New York and California. I am also Corporate Vice President, Secretary and Associate General Counsel of Northrop Grumman Corporation, a Delaware corporation (the "Company"). I am familiar with the Registration Statement on Form S-8 (the "Registration Statement") being filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, in connection with the Company's registration of 17,000,000 shares of common stock, par value \$1.00 per share (the "Common Stock"), issuable under the Northrop Grumman Corporation 2001 Long-Term Incentive Stock Plan (the "Plan").

At your request, I have examined the Company's certificate of incorporation and bylaws and originals or copies certified or otherwise identified to my satisfaction of such other documents, corporate records, certificates of public officials and other instruments as I have deemed necessary or advisable for the purpose of rendering this opinion.

Based on the foregoing and upon such matters of fact and law as I have deemed relevant, I am of the opinion that the Common Stock has been duly authorized by all necessary corporate action on the part of the Company and, when issued in accordance with such authorization, the provisions of the Plan and relevant agreements duly authorized by and in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

I hereby consent to the inclusion of this opinion as an Exhibit to the Registration Statement.

Very truly yours,

/s/ John H. Mullan

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John H. Mullan
Corporate Vice President,
Secretary and
Associate General Counsel

LETTER FROM INDEPENDENT ACCOUNTANTS
REGARDING UNAUDITED INTERIM FINANCIAL INFORMATION

August 6, 2003

Northrop Grumman Corporation
1840 Century Park East
Los Angeles, California

We have made a review, in accordance with standards established by the American Institute of Certified Public Accountants, of the unaudited interim financial information of Northrop Grumman Corporation and subsidiaries for the periods ended March 31, 2003 and 2002, and June 30, 2003 and 2002, as indicated in our reports dated May 9, 2003, and July 25, 2003, respectively; because we did not perform an audit, we expressed no opinion on that information.

We are aware that our reports referred to above, which were included in your Quarterly Reports on Form 10-Q for the quarters ended March 31, 2003, and June 30, 2003, are being incorporated by reference in this Registration Statement.

We also are aware that the aforementioned reports, pursuant to Rule 436(c) under the Securities Act of 1933, are not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

/s/ DELOITTE & TOUCHE LLP
Los Angeles, California

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Northrop Grumman Corporation on Form S-8 of our report dated March 18, 2003 (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the Company's change in method of accounting for goodwill and other intangible assets to conform to Statement of Financial Accounting Standards No. 142 - Goodwill and Other Intangible Assets) appearing in the Annual Report on Form 10-K of Northrop Grumman Corporation for the year ended December 31, 2002.

/s/ DELOITTE & TOUCHE LLP
Los Angeles, California

August 6, 2003

POWER OF ATTORNEY

FILING OF REGISTRATION STATEMENT ON FORM S-8

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and officers of NORTHROP GRUMMAN CORPORATION, a Delaware corporation (the "Company"), hereby nominate and appoint W. BURKS TERRY and JOHN H. MULLAN, and each of them acting or signing singly, as his or her agents and attorneys-in-fact (the "Agents"), in his or her respective name and in the capacity or capacities indicated below to execute and/or file, with all exhibits thereto, and other documents in connection therewith, (1) a registration statement on Form S-8 under the Securities Act of 1933, as amended, (the "Act"), in connection with the registration under the Act of shares of the Company's common stock issuable under the Northrop Grumman Corporation 2001 Long-Term Incentive Stock Plan (including the schedules and all exhibits and other documents filed therewith or constituting a part thereof); and (2) any one or more amendments to any part of the foregoing registration statement, including any post-effective amendments, or appendices or supplements that may be required to be filed under the Act to keep such registration statement effective or to terminate its effectiveness.

Further, the undersigned do hereby authorize and direct such agents and attorneys-in-fact to take any and all actions and execute and file any and all documents with the Securities and Exchange Commission (the "SEC"), or state regulatory agencies, necessary, proper or convenient in their opinion to comply with the Act and the rules and regulations or orders of the SEC, or state regulatory agencies, adopted or issued pursuant thereto, including the making of any requests for acceleration of the effective date of said registration statement, to the end that the registration statement of the Company shall become effective under the Act and any other applicable law.

Finally, each of the undersigned does hereby ratify, confirm and approve each and every act and document which the said appointment agents and attorneys-in-fact may take, execute or file pursuant thereto with the same force and effect as though such action had been taken or such documents had been executed or filed by the undersigned respectively.

This Power of Attorney shall remain in full force and effect until revoked or superseded by written notice filed with the SEC.

IN WITNESS WHEREOF, each of the undersigned has subscribed these presents this 6th day of August, 2003.

/s/ Ronald D. Sugar
- -----
Ronald D. Sugar

President, Chief Executive Officer and
Director (Principal Executive Officer)

/s/ Richard B. Waugh, Jr.
- -----
Richard B. Waugh, Jr.

Corporate Vice President and Chief
Financial Officer (Principal Financial
Officer)

/s/ Sandra J. Wright
- -----
Sandra J. Wright

Corporate Vice President and Controller
(Principal Accounting Officer)

/s/ Kent Kresa
- -----
Kent Kresa

Chairman of the Board

/s/ John T. Chain, Jr.
- -----
John T. Chain, Jr.

Director

/s/ Lewis W. Coleman
- -----

Director

