

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 11-K

(Mark One)

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

For the fiscal year ended: December 31, 2002

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-2384

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

THE TRW EMPLOYEE STOCK OWNERSHIP AND SAVINGS PLAN

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

SIGNATURES

Pursuant to the requirements of the Securities and 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.

THE TRW EMPLOYEE STOCK OWNERSHIP AND SAVINGS PLAN

Dated: June 30, 2003

/s/ J. Michael Hateley

By J. Michael Hateley



THE TRW EMPLOYEE STOCK OWNERSHIP AND SAVINGS PLAN

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Report of Independent Auditors

Board of Administration  
The TRW Employee Stock Ownership  
and Savings Plan

We have audited the accompanying statements of net assets available for benefits of The TRW Employee Stock Ownership and Savings Plan as of December 31, 2002 and 2001, and the related statement of changes in net assets available for benefits for the year ended December 31, 2002. These financial statements are the responsibility of the Plan's management. 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. 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, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of The TRW Employee Stock Ownership and Savings Plan as of December 31, 2002 and 2001, and the changes in its net assets available for benefits for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2002 and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Cleveland, Ohio  
May 21, 2003

The TRW Employee Stock Ownership and Savings Plan

Statements of Net Assets Available for Benefits

	December 31	
	2002	2001
-----		
ASSETS		
Investments:		
TRW Inc. common stock	\$ -	\$ 803,311,425
Northrop Grumman Corporation common stock	951,008,588	-
Guaranteed investment contracts	559,930,307	513,028,461
Registered investment companies	468,660,781	505,785,759
Common trust funds	646,837,472	861,475,391
Self-directed brokerage accounts	22,629,763	24,810,660
Participant loans receivable	51,161,068	57,761,473
-----		
Total investments	2,700,227,979	2,766,173,169
Receivable for investments sold	-	100,697
Employer contribution receivable	3,218,975	-
Receivable from other funds	122,868	714,752
-----		
Total assets	2,703,569,822	2,766,988,618
LIABILITIES		
Accrued expenses	727,727	356,303
Payable for portfolio shares redeemed	-	694,434
-----		
Total liabilities	727,727	1,050,737
-----		
Net assets available for benefits	\$2,702,842,095	\$2,765,937,881
=====		

The TRW Employee Stock Ownership and Savings Plan  
Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2002

ADDITIONS	
Investment income:	
Dividends	\$ 53,384,429
Interest	4,373,219
Net appreciation in fair value of investments	16,981,359
	-----
Total investment income	74,739,007
Contributions:	
Employer	60,989,401
Employee	168,998,760
Rollovers	8,458,886
	-----
Total contributions	238,447,047
Transfers from other plans	2,368,348
	-----
Total additions	315,554,402
DEDUCTIONS	
Distributions	371,833,591
Participant loans deemed distributions	5,651,604
Administrative expenses	1,164,993
	-----
Total deductions	378,650,188
	-----
Net decrease	(63,095,786)
Net assets available for benefits at beginning of year	2,765,937,881
	-----
Net assets available for benefits at end of year	\$ 2,702,842,095
	=====

See accompanying notes.

The TRW Employee Stock Ownership and Savings Plan

Notes to Financial Statements

December 31, 2002 and 2001 and  
Year ended December 31, 2002

1. Description of the Plan

The following description of The TRW Employee Stock Ownership and Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is governed by the Internal Revenue Code and related legislation.

The Plan is a qualified employee stock ownership plan sponsored by Northrop Grumman Space and Mission Systems Corp (the "Company"), which was formerly known as TRW Inc. (TRW). The Plan was initially established on January 1, 1968 and amended on January 1, 1987 to constitute a combined profit sharing and employee stock ownership plan, and covers substantially all domestic employees who have been employed for at least three months. The Plan's assets are held by Putnam Investment Company, as Trustee of the Plan.

On December 11, 2002, Northrop Grumman Corporation (Northrop Grumman) completed the purchase of 100% of the common stock of TRW. Effective February 28, 2003, Northrop Grumman sold the Company's automotive business to The Blackstone Group. Former employees of the Company and certain of its subsidiaries associated with the sold automotive business terminated their participation in the Plan as of that date and will be eligible for a distribution from the Plan.

Participant Contributions

The Plan allows eligible employees to contribute up to 16% of qualifying compensation on a pre-tax basis by way of salary reduction; such contributions are made in increments of 1% of qualifying compensation and cannot exceed \$11,000 for participants under the age of 50 and \$12,000 for participants age 50 or over in 2002. Participants may also elect to contribute, in increments of 1%, up to 10% of qualifying compensation on an after-tax basis. The combined contribution cannot exceed 22% of their qualifying compensation. Participants can make unlimited contribution percentage changes per month. Annual contributions to a participant's account (including pre-tax, after-tax and Company matching contributions) and to any other defined contribution plan are limited to the lesser of \$40,000 or 100% of the participant's annual compensation.

Participants determine the funds in which to invest their contributions. Employee contributions may be invested, in multiples of 1%, in one or more of the investment funds. Fund elections may be changed at any time. Employee contributions are not eligible to be invested in the Northrop Grumman Stock Fund.

The TRW Employee Stock Ownership and Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Employer Contributions

The Company contributes to the Plan, out of current or accumulated earnings, an amount equal to 100% of each participant's before-tax contributions to a maximum of 3% of each participant's qualifying compensation. Participants immediately vest in the TRW matching contributions. Prior to December 11, 2002, all matching contributions were invested in the TRW Stock Fund and were not eligible to be transferred, except under special circumstances. As of December 11, 2002, assets of the TRW Stock Fund were transferred to the Northrop Grumman Stock Fund at a ratio of 0.5357 Northrop Grumman share per TRW share.

After December 11, 2002, employer contributions are allocated by participants among the investment options offered by the Plan, excluding the Northrop Grumman Stock Fund.

Withdrawals and Distributions

Upon termination of employment, participants may elect to receive his or her account, less the unpaid balance of any loan outstanding, in a single sum, except a participant whose account balance exceeds \$5,000 may defer his or her payments until he or she reaches age 70-1/2. Participants receive the value of their TRW or Northrop Grumman shares in cash unless they elect to receive shares. If a participant elects to defer payment of his or her account, the undistributed account balance remains invested in the Plan.

Participants who have attained age 55 as of the end of the preceding fiscal year-end and participated in the Plan at least ten years may elect, within an election period during each of the succeeding six consecutive plan years, to receive a special ESOP distribution or may transfer the applicable amount to one or more investment funds under the Plan. The number of shares eligible for the annual election is 50% of the total number of shares of TRW or Northrop Grumman common stock attributable to TRW matching contributions made after 1986, less the equivalent number of shares distributed as a result of any prior ESOP election, as determined on the preceding December 31.



The TRW Employee Stock Ownership and Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participant Loans

Participants can borrow from \$1,000 to \$50,000 (in increments of \$100) of their pre-tax contributions, but such borrowings in the aggregate cannot exceed 50% of a participant's total Plan balance. The interest rate is fixed (prime rate at the end of the last business day of the preceding quarter plus 1%) and the repayment period cannot be less than one year or more than five years.

Other

Although it has not expressed any intent to do so, the Company reserves the right to suspend or terminate the Plan. In the event of termination, the amount of each participant's account may be retained in trust for the benefit of the participant.

The above description of the Plan provides only general information. Participants should refer to the Summary Plan Description, which is available from the Plan's Participant Service Center and the Plan's website, and annual prospectus for a more complete description of the Plan's provisions.

2. Significant Accounting Policies

The financial statements have been prepared on the accrual basis of accounting.

Investments, other than guaranteed investment contracts, are stated at fair value. Investments in common and preferred stock are valued at the last reported sales price of the stock on the last business day of the plan year. The shares of registered investment companies are valued at quoted market prices that represent the net asset values of shares held by the Plan at year-end. Investments in common trust funds are valued based on the redemption price of units owned by the Plan, which is based on the current fair value of the underlying assets of the fund. The participant loans are valued at their outstanding balances, which approximate fair value.

The TRW Employee Stock Ownership and Savings Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Guaranteed investment contracts are stated at contract value, which represent contributions made under the contract, plus income received thereon, less distributions and administrative expense payments. Contract value approximates fair value. All separate account and synthetic contracts have a guaranteed return of principal. As of December 31, 2002 and 2001, approximately \$49 million and \$43 million was invested in general account assets, \$70 million and \$80 million in separate account assets, and \$441 million and \$390 million in investment contracts owned directly by the Plan, respectively. The weighted average yield (excluding administrative expenses) for all investment contracts was 5.54% and 6.39% in 2002 and 2001, respectively. The crediting interest rate for all investment contracts was 5.15% at December 31, 2002 and 6.00% at December 31, 2001.

The cost of securities sold is determined by the average cost method for purposes of determining realized gains and losses.

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Certain amounts in the 2001 financial statements have been reclassified to conform to the 2002 presentation.

3. Investments

During the year ended December 31, 2002, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as determined by quoted market prices as follows:

TRW Inc. common stock	\$ 311,594,368
Northrop Grumman Corporation common stock	6,131,427
Common trust funds	(176,431,959)
Shares of registered investment companies	(112,954,014)
Brokerage account	(11,358,463)
	-----
Net appreciation	\$ 16,981,359
	=====

The TRW Employee Stock Ownership and Savings Plan

Notes to Financial Statements (continued)

3. Investments (continued)

The self-directed brokerage account investments are held in the Harris Direct (formerly CSFB Direct) Securities Account. As of December 31, 2002, these investments consisted of \$16,014,323 of stocks--common and preferred, \$6,007,294 of shares of registered investment companies, and \$608,146 of bonds and notes.

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

	December 31	
	2002	2001
	-----	
TRW Inc. common stock*		\$ 803,311,425
Northrop Grumman Corporation common stock*	\$ 951,008,588	
Putnam S&P 500 Index Fund (TRW)	503,680,544	687,506,657
PIMCO Total Return Fund	142,457,358	
Putnam Small Company Equity Portfolio Fund (TRW)		140,856,954

\* Nonparticipant-directed

4. Nonparticipant-Directed Investments

The TRW and Northrop Grumman Stock Funds contain participant account balances related to the TRW matching contribution which is considered nonparticipant-directed.

The TRW Employee Stock Ownership and Savings Plan

Notes to Financial Statements (continued)

4. Nonparticipant-Directed Investments (continued)

The following represents the net assets and the significant components of the changes in net assets for nonparticipant-directed investments:

	December 31	
	2002	2001
	-----	
Net assets:		
Assets:		
Northrop Grumman Corporation common stock	\$ 648,757,923	\$ -
TRW Inc. common stock	-	483,816,936
Liability:		
Accrued expenses	153,348	18,862
	-----	
	\$ 648,604,575	\$ 483,798,074
	=====	
		Year ended December 31, 2002
		-----
Changes in net assets:		
Additions:		
Employer contributions		\$ 53,563,840
Dividends		8,892,423
Net appreciation in fair value of common stock		195,605,682
		-----
		258,061,945
Deductions:		
Distributions		83,903,808
Administrative expenses		386,250
Transfers to participant directed funds		8,965,386
		-----
		93,255,444
		-----
		\$ 164,806,501
		=====

The TRW Employee Stock Ownership and Savings Plan

Notes to Financial Statements (continued)

5. Administrative Expenses

Generally, trustee and custodian fees, investment manager fees, brokerage fees, certain plan administration costs incurred by the Company, and other fund-related expenses are charged back to the funds for which the expenses are incurred. The charges to audit the Plan, the administrative expenses of operating the Plan, and any other charges that cannot be directly related to a specific fund will be charged back to the funds on a quarterly basis in proportion to the ratio of the net asset value of each fund to the value of all funds invested in the Plan as of the previous quarter-end.

6. Federal Income Tax Status of the Plan

The Plan has received a determination letter from the Internal Revenue Service dated August 21, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this issuance of the determined letter, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

7. Transactions with Parties-in-Interest

Party-in-interest transactions include the purchase and sale of investments managed by the Plan's Trustee, Putnam Investments; any transactions with TRW or Northrop Grumman common stock, and payments to the Company for certain plan administrative costs.

Putnam Investments managed assets of the Plan of \$813,847,501 and \$1,054,745,176 as of December 31, 2002 and 2001, respectively. No trustee fees were paid to Putnam in 2002. During 2002, the Plan received \$12,422,534 in dividends related to investments in TRW common stock.

8. Transfer of Assets from Other Plans

During 2002, assets from the 401(k) plans associated with the Network 6 acquisition by TRW Systems in 2001, were merged into the Plan. The transfer of assets of \$2,368,348 is shown on the financial statements as "Transfer from Other Plan."

The TRW Employee Stock Ownership and Savings Plan

EIN: 34-0575430 Plan Number: 027

Schedule H, Line 4(i)-Schedule of Assets  
(Held at End of Year)

December 31, 2002

Number of  
Current  
Description  
Shares  
Cost\*\*

Value - ---  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----

Common  
Stock \*  
Northrop  
Grumman  
Corporation  
Common  
Stock

9,804,212 \$  
946,106,458  
\$

951,008,588  
Guaranteed  
Investment  
Contracts  
Security  
Backed

Investments:

INVESCO  
Group Trust  
Beta Fund-  
INVESCO:  
Continental  
Assurance  
Co.,  
Contract  
63005575,  
due  
December  
15, 2020,  
6.01%

6,645,225  
Gamma Fund-  
INVESCO:  
JPMorgan  
Chase Bank,  
Contract  
401743-G,  
5.77%, set  
annually  
20,400,765

Theta Fund-  
PIMCO:  
JPMorgan  
Chase Bank,  
Contract  
ATRW-TH,  
6.93%, set  
annually  
72,239,862

Kappa Fund-  
Putnam:  
Bank of  
America NT  
& SA,  
Contract

02-028,  
5.87%, set  
annually  
29,271,482  
Omicron  
Fund-  
INVESCO:  
Caisse des  
Depots  
(CDC),  
Contract  
1115-01,  
2.11%, set  
annually  
11,091,070  
Intermediate  
Government  
Fund-  
INVESCO:  
State  
Street Bank  
& Trust,  
Contract  
102059,  
3.14%, set  
annually  
10,100,452  
High  
Quality  
Structured  
Securities-  
INVESCO:  
Allstate  
Life Ins.  
Co.,  
Contract  
77182,  
4.32%, set  
annually  
115,427,201

The TRW Employee Stock Ownership and Savings Plan

EIN: 34-0575430 Plan Number: 027

Schedule H, Line 4(i)-Schedule of Assets  
(Held at End of Year) (Continued)

Number of Current Description Shares Cost** Value - --- ----- ----- ----- ----- ----- ----- -----
Guaranteed Investment Contracts (continued) Short Term Bond Fund- INVESCO: State Street Bank & Trust, Contract 102,070, 1.99%, set annually 31,036,102 -----
-- 296,212,159 Separate Accounts: ING Life Ins. & Ann. Co.: Contract 14612, 5.45%, set annually 34,387,141 John Hancock Mutual Life: Contract 8712, due June 30, 2003, 6.60% 2,400,420 Contract 7441, 7.24%, set annually 33,493,293 -----
-- 70,280,854 Synthetics: Monumental Life Ins. Co.: Contract 00090TR, 6.35%, set annually 36,867,463 Rabobank Nederland: Contract



TRW090001,  
4.88%, set  
annually  
45,128,145  
State  
Street Bank  
& Trust:  
Contract  
98149,  
6.22%, set  
annually  
22,429,288  
UBS AG  
Contract  
5086,  
5.59%, set  
annually  
39,522,548  
-----

--

143,947,444  
General  
Account  
Investments:  
Fixed Rate  
& Fixed  
Term: GE  
Life &  
Annuity Asr  
Co.  
Contract  
GS-3534,  
due March  
29, 2004,  
5.43%  
8,784,833  
Metropolitan  
Life Ins.  
Co.  
Contract  
25814, due  
February  
18, 2003,  
5.74%  
7,765,864

The TRW Employee Stock Ownership and Savings Plan

EIN: 34-0575430 Plan Number: 027

Schedule H, Line 4(i)-Schedule of Assets  
(Held at End of Year) (Continued)

Number of  
Current  
Description  
Shares  
Cost\*\* Value  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----

Guaranteed  
Investment  
Contracts  
(continued)  
General  
Account

Investments:  
Fixed Rate &  
Fixed Term:  
Monumental  
Life Ins.

Co. Contract  
MDA263FR,  
due

September 6,  
2005, 5.51%  
5,363,831  
Travelers  
Ins.

Companies  
Contract GR-  
18404, due  
September  
26, 2005,  
3.26%

5,044,139 --

-----  
- 26,958,667  
Variable

Rate & Fixed  
Term: John  
Hancock

Mutual Life:  
Contract  
14909GAC,  
due May 1,  
2003, 2.15%  
6,021,338

Cash &  
equivalents:

\* Putnam  
Fiduciary  
Trust,  
Contract  
100232, due  
January 1,  
2003 1.37%  
16,509,845 -

-----  
-- Total  
Guaranteed  
Investment  
Contracts  
559,930,307  
Common Trust  
Funds \*  
Putnam S&P  
500 Index

Fund (TRW)  
 503,680,544  
 \* Putnam  
 Small  
 Company  
 Equity  
 Portfolio  
 Fund (TRW)  
 112,095,171  
 Alliance  
 Bernstein  
 Strategic  
 Bank  
 Collective  
 Trust  
 1,179,477 \*  
 Putnam Bond  
 Index Fund  
 29,882,280 -  
 -----  
 --  
 646,837,472  
 Shares of  
 Registered  
 Investment  
 Companies  
 PBHG  
 Emerging  
 Growth Fund  
 36,062,924  
 Bernstein  
 International  
 Value  
 Portfolio II  
 23,464,119 \*  
 Putnam  
 Investors  
 Fund  
 90,276,321  
 PIMCO Total  
 Return Fund  
 142,457,358  
 \* Putnam  
 International  
 Growth Fund  
 26,379,789 \*  
 Putnam Vista  
 Fund  
 26,544,144  
 Fidelity  
 Magellan  
 Fund  
 105,549,927  
 Alliance  
 Bernstein  
 Small-Cap  
 Value Fund  
 1,806,635  
 Ariel  
 Appreciation  
 Fund  
 3,844,058  
 Lord Abbett  
 Mid-Cap  
 Value Fund  
 3,796,099 \*  
 Putnam  
 Voyager Fund  
 1,267,436 \*  
 Putnam Money  
 Market Fund  
 7,211,971 --  
 -----  
 -  
 468,660,781

The TRW Employee Stock Ownership and Savings Plan

EIN: 34-0575430 Plan Number: 027

Schedule H, Line 4(i)-Schedule of Assets  
(Held at End of Year) (Continued)

Number of Current Description Shares Cost** Value - -----
-----
-----
-----
-----
----- Harris
Direct
Securities
Brokerage
Account
22,629,763 *
Participant
Loans At
interest rates
ranging from
5.25% to 11.5%
51,161,068 ----
-----
Total assets
held \$
2,700,227,979
=====

\* Indicates party-in-interest. \*\* Cost presented for nonparticipant-directed investments only.

The TRW Employee Stock Ownership and Savings Plan

EIN: 34-0575430 Plan Number: 027

Schedule H, Line 4(j)-Schedule of Reportable Transactions

Year ended December 31, 2002

Current  
Value of  
Asset on  
Purchase  
Selling Cost  
of  
Transaction  
Net Gain  
Description  
of Assets  
Price Price  
Asset Date  
or (Loss) -  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----  
-----

Category  
(i)-Single  
transactions  
in excess of  
5 percent of  
plan assets  
TRW Inc.

Common Stock  
\$  
950,960,238  
\$  
731,935,259  
\$  
950,960,238  
\$

219,024,979  
Northrop  
Grumman  
Corporation  
Common Stock

\$  
949,952,776  
949,952,776  
949,952,776

- Category  
(iii)-Series  
of  
transactions  
in excess of  
5 percent of  
plan assets  
TRW Inc.

Common Stock  
154,032,118  
154,032,118  
154,032,118  
-

1,268,937,904  
982,110,195  
1,268,937,904  
286,827,709  
Northrop  
Grumman  
Corporation  
Common Stock  
950,370,999

950,370,999  
950,370,999  
- 5,493,837  
4,301,056  
5,493,837  
1,192,781  
There were  
no category  
(ii) or (iv)  
reportable  
transactions  
for the year  
ended  
December 31,  
2002.

EXHIBIT INDEX

Exhibit No. -----	Document -----
23	Consent of Independent Auditors
99.1	Certification pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.2	Certification pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in Registration Statement (Form S-8 No. 333-103429) pertaining to The TRW Employee Stock Ownership and Savings Plan of our report dated May 21, 2003, with respect to the financial statements and schedules of The TRW Employee Stock Ownership and Savings Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2002.

/s/ Ernst & Young LLP

-----  
ERNST & YOUNG LLP

Cleveland, Ohio  
June 26, 2003

CERTIFICATION PURSUANT TO SECTION 906 FOR THE TRW  
EMPLOYEE STOCK OWNERSHIP AND SAVINGS PLAN

Exhibit

Additional Exhibit under Item 99 of Item 601(b) of Regulation S-K accompanying this Report on Form 11-K pursuant to Interim Guidance in Securities and Exchange Commission Release No. 34-47551 et al. and not deemed filed herewith:

Certification of the Chairman, Administrative Committee of the TRW Employee Stock Ownership and Savings Plan furnished in connection with its Annual Report on Form 11-K for the year ended December 31, 2002 pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of the TRW Employee Stock Ownership and Savings Plan (the "Plan") on Form 11-K for the year ended December 31, 2002, as filed with the Securities and Exchange Commission on June 30, 2003, (the "Report"), I, J. Michael Hateley, Chairman of the Administrative Committee of the Plan, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

/s/ J. Michael Hateley

-----  
J. Michael Hateley  
Chairman, Administrative Committee

A signed original of this written statement required by Section 906 has been provided to the Administrative Committee of the Plan and will be retained by the Administrative Committee of the Plan and furnished to the Securities and Exchange Commission or its staff upon request.



CERTIFICATION PURSUANT TO SECTION 906 FOR THE TRW  
EMPLOYEE STOCK OWNERSHIP AND SAVINGS PLAN

Exhibit

Additional Exhibit under Item 99 of Item 601(b) of Regulation S-K accompanying this Report on Form 11-K pursuant to Interim Guidance in Securities and Exchange Commission Release No. 34-47551 et al. and not deemed filed herewith:

Certification of a Member, Administrative Committee of the TRW Employee Stock Ownership and Savings Plan furnished in connection with its Annual Report on Form 11-K for the year ended December 31, 2002 pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of the TRW Employee Stock Ownership and Savings Plan (the "Plan") on Form 11-K for the year ended December 31, 2002, as filed with the Securities and Exchange Commission on June 30, 2003, (the "Report"), I, Gary W. McKenzie, a Member of the Administrative Committee of the Plan, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

/s/ Gary W. McKenzie  
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Gary W. McKenzie  
Member, Administrative Committee

A signed original of this written statement required by Section 906 has been provided to the Administrative Committee of the Plan and will be retained by the Administrative Committee of the Plan and furnished to the Securities and Exchange Commission or its staff upon request.