

Registration No. 333-\_\_\_\_\_

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 95-1055798  
(State or other jurisdiction of (I.R.S. Employer Identification Number)  
incorporation or organization)

1840 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067  
(310) 201-3000  
(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

LOGICON 1991 STOCK OPTION PLAN  
FOR NON-EMPLOYEE DIRECTORS  
LOGICON 1992 EMPLOYEE INCENTIVE STOCK OPTION PLAN  
LOGICON INCENTIVE STOCK OPTION PLAN NO. 3  
LOGICON 1990 NON-QUALIFIED STOCK OPTION PLAN  
LOGICON EMPLOYEE STOCK PURCHASE PLAN

James C. Johnson, Esq.  
Corporate Vice President, Secretary and Assistant General Counsel  
Northrop Grumman Corporation  
1840 Century Park East  
Los Angeles, California 90067  
(310) 201-3000  
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,  
OF AGENT FOR SERVICE OF PROCESS)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Security(4)	Proposed Maximum Aggregate Offering Price(4)	Amount of Registration Fee(4)
Common Stock, par value \$1.00 per share(1)(2)	440,016(3)	118 7/32	\$52,018,142	\$15,763.07

- (1) Includes rights ("Rights") issuable pursuant to that certain Common Stock Purchase Rights Plan dated September 21, 1988, which Rights are related to shares of Common Stock (including shares registered hereunder) in the ratio of one Right to one share.
- (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Logicon Employee Stock Purchase Plan (the "ESPP") described herein.
- (3) Of this number, 234,281 shares are being registered for issuance pursuant to the Logicon 1992 Employee Incentive Stock Option Plan, 34,810 shares are being registered for issuance pursuant to the Logicon 1991 Stock Option Plan for Non-Employee Directors, 26,021 shares are being registered for issuance pursuant to the Logicon Incentive Stock Option Plan No. 3, 5,094 shares are being registered for issuance pursuant to the Logicon 1990 Non-Qualified Stock Option Plan, 6,845 shares are being registered to cover previous issuances of unregistered shares under certain of these plans and 132,965 shares are being registered for issuance pursuant to the ESPP. Pursuant to Rule 416, this Registration Statement also covers such additional securities as may become issuable pursuant to any anti-dilution provisions of these plans.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) on the basis of the average of the high and low prices of the common stock of Northrop Grumman Corporation quoted on the New York Stock Exchange, Inc. on August 22, 1997.

EXPLANATORY NOTE

This registration statement on Form S-8 is being filed in relation to the acquisition of Logicon, Inc. ("Logicon") by Northrop Grumman Corporation (the "Company" or the "Registrant") and the subsequent conversion of employee benefit plans offering Logicon common stock to employee benefit plans offering Company common stock. Logicon ceased to be a registrant upon the filing of a Form 15 with the Securities and Exchange Commission (the "Commission") on August 5, 1997.

The contents of the following registration statements on Form S-8 filed with the Commission by Logicon or the former Geodynamics Corporation ("Geodynamics") in relation to the employee benefit plans so indicated are hereby incorporated herein by reference: the Logicon 1992 Employee Incentive Stock Option Plan (Registration No. 33-45813) filed February 19, 1992; the Logicon 1991 Stock Option Plan for Non-Employee Directors (Registration No. 33-45813) filed February 19, 1992; the Geodynamics Incentive Stock Option Plan No. 3 (Registration No. 33-28247); the Geodynamics 1990 Non-Qualified Stock Option Plan (Registration No. 33-39083) and the Logicon Employee Stock Purchase Plan (the "ESPP")(Registration No. 2-82907).

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUSES

ITEM 1. PLAN INFORMATION\*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION\*

\*Information required by Part I to be contained in the Section 10(a) prospectuses is omitted from this registration statement in accordance with the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Company or the ESPP with the Commission are hereby incorporated by reference:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1996;

(b) The ESPP's Annual Report on Form 11-K for the fiscal year ended December 31, 1996;

(c) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the registrant document referred to in (a) above;

(d) The description of the Company's Common Stock which is contained in the Company's registration statement on Form 8-B dated June 20, 1985 filed under the Exchange Act; and

(e) The description of the Company's Common Stock Purchase Rights which is contained in the Company's registration statement on Form 8-A dated September 22, 1988, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company or the ESPP pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all

securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents. Copies of these documents will not be filed with this registration statement. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that such statement is modified or superseded by a subsequently filed document which also is or is deemed to be incorporated by reference herein. Any such statement so modified or superseded shall not be deemed to constitute a part of this registration statement except as so modified or superseded.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Delaware General Corporation Law (the "DGCL") authorizes corporations to limit or eliminate the personal liability of directors to the corporation and its stockholders for monetary damages in connection with the breach of a director's fiduciary duty of care. The duty of care requires that, when acting on behalf of the corporation, directors must exercise an informed business judgment based on all material information reasonably available to them. Absent the limitation authorized by the DGCL, directors could be accountable to corporations and their stockholders for monetary damages for conduct that does not satisfy such duty of care. Although the DGCL does not change a director's duty of care, it enables corporations to limit available relief to equitable remedies such as injunction or rescission. The Registrant's certificate of incorporation limits the liability of directors to the Registrant or its stockholders to the fullest extent permitted by the DGCL as in effect from time to time. Specifically, directors of the Registrant will not be personally liable for monetary damages for breach of a fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Registrant or to its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derives any improper personal benefit.

The bylaws of the Registrant provide that the Registrant shall indemnify its officers, directors and employees to the fullest extent permitted by the DGCL. The Registrant believes that indemnification under its bylaws covers at least negligence and gross negligence on the part of the indemnified parties.

The Registrant has entered into an agreement with each of its directors and certain of its officers indemnifying them to the fullest extent permitted by the foregoing. The Company has also purchased director and officer liability insurance.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

- 4.1 Logicon 1992 Employee Incentive Stock Option Plan.\*
- 4.2 Logicon 1991 Stock Option Plan For Non-Employee Directors.\*
- 4.3 Logicon Incentive Stock Option Plan No. 3.\*

- 4.4 Logicon 1990 Non-Qualified Stock Option Plan.\*
- 4.5 Logicon Employee Stock Purchase Plan.\*
- 4.6 Third Amendment to Logicon 1992 Employee Incentive Stock Option Plan.
- 4.7 Second Amendment to Logicon 1991 Stock Option Plan For Non-Employee Directors.
- 4.8 1997 Amendment to Logicon Incentive Stock Option Plan No. 3.
- 4.9 1997 Amendment to Logicon 1990 Non-Qualified Stock Option Plan.
- 4.10 Eighteenth Amendment to Logicon Employee Stock Purchase Plan.
- 4.11 Restated Certificate of Incorporation of the Registrant as amended (incorporated by reference to Registration Statement on Form S-3, Registration No. 33-55143).
- 4.12 Amended and Restated Bylaws of the Registrant (incorporated by reference to Registration Statement on Form S-3, Registration No. 33-55143).
- 4.13 Common Stock Purchase Rights Plan (incorporated by reference to Form 8-A filed September 22, 1988) amended on August 2, 1991 (incorporated by reference to Form 8 filed August 2, 1991) and amended on September 28, 1994 (incorporated by reference to Form 8-A/A filed October 7, 1994).
- 5.1 Opinion of Gibson, Dunn & Crutcher LLP.
- 23.1 Consent of Deloitte & Touche LLP.
- 23.2 Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1).
- 23.3 Consent of Price Waterhouse LLP
- 24.1 Power of Attorney (included on page 5 hereto).

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\*Incorporated by reference as set forth in the Explanatory Note.

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high and of the estimated maximum offering range may be

reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if  
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the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 this 29th day of August, 1997.

NORTHROP GRUMMAN CORPORATION

By: /s/ James C. Johnson  
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James C. Johnson  
Corporate Vice President, Secretary  
and Assistant General Counsel

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature to this Registration Statement appears below hereby constitutes and appoints Richard R. Molleur and James C. Johnson, and each or either of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his substitute or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in their capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Kent Kresa ----- Kent Kresa	Chairman of the Board, President and Chief Executive Officer and Director (Principal Executive Officer)	August 29, 1997
/s/ Richard B. Waugh, Jr. ----- Richard B. Waugh, Jr.	Corporate Vice President and Chief Financial Officer (Principal Financial Officer)	August 29, 1997
/s/ Nelson F. Gibbs ----- Nelson F. Gibbs	Corporate Vice President and Controller (Principal Accounting Officer)	August 29, 1997

/s/ Jack R. Borsting ----- Jack R. Borsting	Director	August 29, 1997
/s/ John T. Chain, Jr. ----- John T. Chain, Jr.	Director	August 29, 1997
/s/ Jack Edwards ----- Jack Edwards	Director	August 29, 1997
/s/ Robert A. Lutz ----- Robert A. Lutz	Director	August 29, 1997
/s/ Aulana L. Peters ----- Aulana L. Peters	Director	August 29, 1997
/s/ John E. Robson ----- John E. Robson	Director	August 29, 1997
/s/ Richard M. Rosenberg ----- Richard M. Rosenberg	Director	August 29, 1997
/s/ John Brooks Slaughter ----- John Brooks Slaughter	Director	August 29, 1997
/s/ Richard J. Stegemeier ----- Richard J. Stegemeier	Director	August 29, 1997

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Logicon Employee Stock Purchase Plan) have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on this 29th day of August, 1997.

SANWA BANK TRUST AND INVESTMENT

/s/ Charles J. Paolino

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Name: Charles J. Paolino  
Title: Vice President

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EXHIBIT INDEX

Exhibit Number	Description
4.1	Logicon 1992 Employee Incentive Stock Option Plan.*
4.2	Logicon 1991 Stock Option Plan For Non-Employee Directors.*
4.3	Logicon 1990 Non-Qualified Stock Option Plan.*
4.4	Logicon Incentive Stock Option Plan No. 3.*
4.5	Logicon Employee Stock Purchase Plan.*
4.6	Third Amendment to Logicon 1992 Employee Incentive Stock Option Plan.
4.7	Second Amendment to Logicon 1991 Stock Option Plan For Non-Employee Directors.
4.8	1997 Amendment to Logicon Incentive Stock Option Plan No. 3.
4.9	1997 Amendment to Logicon 1990 Non-Qualified Stock Option Plan.
4.10	Eighteenth Amendment to Logicon Employee Stock Purchase Plan.
4.11	Certificate of Incorporation of the Registrant as amended (incorporated by reference to Registration Statement on Form S-3, Registration No. 33-55143).
4.12	Amended and Restated Bylaws of the Registrant (incorporated by reference to Registration Statement on Form S-3, Registration No. 33-55143).
4.13	Common Stock Purchase Rights Plan (incorporated by reference to Form 8-A filed September 22, 1988) amended on August 2, 1991 (incorporated by reference to Form 8 filed August 2, 1991) and amended on September 28, 1994 (incorporated by reference to Form 8-A/A filed October 7, 1994).
5.1	Opinion of Gibson, Dunn & Crutcher LLP.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1).
23.3	Consent of Price Waterhouse LLP
24.1	Power of Attorney (included on page 5 hereto).

\*Incorporated by reference as set forth in the Explanatory Note.

THIRD AMENDMENT TO THE  
LOGICON, INC. 1992 INCENTIVE STOCK OPTION PLAN

This Third Amendment to the Logicon, Inc. 1992 Incentive Stock Option Plan (the "Plan"), is intended to reflect the fact that, effective August 5, 1997, Logicon, Inc. became a wholly-owned subsidiary of Northrop Grumman Corporation, pursuant to a transaction in which shares of Logicon stock were exchanged for shares of Northrop Grumman stock, in a ratio as specified in the Merger Agreement executed between the two companies; and that on August 20, 1997, the Board of Directors of Northrop Grumman Corporation approved the offering of Northrop Grumman stock under the Plan. Now therefore, the Plan is amended as follows:

1. The statement of purpose of the Plan is amended to reflect that the purpose is to encourage ownership of Northrop Grumman Corporation common stock, and to provide an additional incentive for participants to promote the success of Northrop Grumman Corporation.
2. All references under the Plan to "Logicon common stock" shall hereby be amended to refer to "Northrop Grumman common stock."
3. The number of shares to be offered in the aggregate and to individuals under the Plan shall be adjusted in accordance with the exchange ratio set forth under the Merger Agreement between Northrop Grumman Corporation and Logicon, Inc.

This amendment to be effective as of August 21, 1997, consistent with approval by the Board of Directors of Logicon, Inc.

SECOND AMENDMENT TO THE  
LOGICON, INC. 1991 STOCK OPTION PLAN  
FOR NON-EMPLOYEE DIRECTORS

This Second Amendment to the Logicon, Inc. 1991 Stock Option Plan for Non-Employee Directors (the "Plan"), is intended to reflect the fact that, effective August 5, 1997, Logicon, Inc. became a wholly-owned subsidiary of Northrop Grumman Corporation, pursuant to a transaction in which shares of Logicon stock were exchanged for shares of Northrop Grumman stock, in a ratio as specified in the Merger Agreement executed between the two companies; and that on August 20, 1997, the Board of Directors of Northrop Grumman Corporation approved the offering of Northrop Grumman stock under the Plan. Now therefore, the Plan is amended as follows:

1. The statement of purpose of the Plan is amended to reflect that the purpose is to purchase Northrop Grumman Corporation common stock, for the purpose of acquiring an equity interest in Northrop Grumman Corporation.
2. All references under the Plan to "Logicon common stock" shall hereby be amended to refer to "Northrop Grumman common stock."
3. The number of shares to be offered in the aggregate and to individuals under the Plan shall be adjusted in accordance with the exchange ratio set forth under the Merger Agreement between Northrop Grumman Corporation and Logicon, Inc.

This amendment to be effective as of August 21, 1997, consistent with approval by the Board of Directors of Logicon, Inc.

1997 AMENDMENT TO THE  
LOGICON INCENTIVE STOCK OPTION PLAN NO. 3

This Amendment to the Logicon Incentive Stock Option Plan No. 3 (formerly the Geodynamics Incentive Stock Option Plan No. 3) (the "Plan"), is intended to reflect the fact that, effective August 5, 1997, Logicon, Inc. became a wholly-owned subsidiary of Northrop Grumman Corporation, pursuant to a transaction in which shares of Logicon stock were exchanged for shares of Northrop Grumman stock, in a ratio as specified in the Merger Agreement executed between the two companies; and that on August 20, 1997, the Board of Directors of Northrop Grumman Corporation approved the offering of Northrop Grumman stock under the Plan. Now therefore, the Plan is amended as follows:

1. The statement of purpose of the Plan is amended to reflect that the purpose is to encourage ownership of Northrop Grumman Corporation common stock, and to provide an additional incentive for participants to promote the success of Northrop Grumman Corporation.
2. All references under the Plan to "Geodynamics common stock" or "Logicon common stock" shall hereby be amended to refer to "Northrop Grumman common stock."
3. The number of shares to be offered in the aggregate and to individuals under the Plan shall be adjusted in accordance with the exchange ratio set forth under the Merger Agreement between Northrop Grumman Corporation and Logicon, Inc., following adjustment from Geodynamics common stock to Logicon, Inc. common stock.

This amendment to be effective as of August 21, 1997, consistent with approval by the Board of Directors of Logicon, Inc.

1997 AMENDMENT TO THE  
LOGICON, INC. 1990 NON-QUALIFIED STOCK OPTION PLAN

This Amendment to the Logicon 1990 Non-Qualified Stock Option Plan (formerly the Geodynamics 1990 Non-Qualified Stock Option Plan) (the "Plan"), is intended to reflect the fact that, effective August 5, 1997, Logicon, Inc. became a wholly-owned subsidiary of Northrop Grumman Corporation, pursuant to a transaction in which shares of Logicon stock were exchanged for shares of Northrop Grumman stock, in a ratio as specified in the Merger Agreement executed between the two companies; and that on August 20, 1997, the Board of Directors of Northrop Grumman Corporation approved the offering of Northrop Grumman stock under the Plan. Now therefore, the Plan is amended as follows:

1. The statement of purpose of the Plan is amended to reflect that the purpose is to encourage ownership of Northrop Grumman Corporation common stock, and to provide an additional incentive for participants to promote the success of Northrop Grumman Corporation.
2. All references under the Plan to "Geodynamics common stock" or "Logicon common stock" shall hereby be amended to refer to "Northrop Grumman common stock."
3. The number of shares to be offered in the aggregate and to individuals under the Plan shall be adjusted in accordance with the exchange ratio set forth under the Merger Agreement between Northrop Grumman Corporation and Logicon, Inc., following adjustment from Geodynamics common stock to Logicon, Inc. common stock.

This amendment to be effective as of August 21, 1997, consistent with approval by the Board of Directors of Logicon, Inc.

EIGHTEENTH AMENDMENT TO  
THE EMPLOYEES STOCK PURCHASE PLAN  
OF LOGICON, INC.

This Amendment to the Employees Stock Purchase Plan of Logicon, Inc. ("Plan"), amends the Plan to provide for investment in shares of Northrop Grumman common stock.

1. SECTION 1.22 IS MODIFIED TO READ AS FOLLOWS:

1.22 "Shares" shall mean shares of the common stock of Northrop Grumman Corporation.

2. THE FIFTH SENTENCE OF SECTION 2.3 IS MODIFIED TO READ AS FOLLOWS:

Such maximum number shall be proportionately adjusted in the event of any change such as an increase or decrease in the number of issued Shares which results from a split-up or consolidation of Shares, payment of a stock dividend or dividends exceeding a total of five percent (5%) for which the record dates occur in any one Plan Year, a recapitalization (other than the conversion of convertible securities according to their terms), a combination of Shares, the exchange of shares of Logicon, Inc. for shares of Northrop Grumman Corporation as part of the latter's acquisition of Logicon, Inc., or other similar capital adjustment.

3. A NEW SENTENCE WILL BE ADDED AFTER THE THIRD SENTENCE OF SECTION 2.4 AS FOLLOWS:

In particular, following the acquisition of Logicon, Inc. by Northrop Grumman Corporation, later contributions will be invested in cash or property other than Shares until a securities law registration for new Northrop Grumman shares has been properly completed, as determined by the Committee.

4. THE LAST TWO SENTENCES OF SECTION 5.11 WILL BE REPLACED WITH THE FOLLOWING TWO SENTENCES:

The fair market value of Shares shall be the closing price of the Shares on the New York Stock Exchange on the last trading day on which the Shares were traded immediately preceding the Valuation Date. The Committee shall have the power to make appropriate adjustments to the number of Units and Unit values to reflect the acquisition of Logicon, Inc. by Northrop Grumman Corporation and the conversion of Logicon, Inc. shares to shares of Northrop Grumman Corporation.

This amendment to be effective as of August 21, 1997, upon approval by the Board of Directors of Logicon, Inc.

[GIBSON, DUNN & CRUTCHER LLP LETTERHEAD]

August 29, 1997

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

Re: Northrop Grumman Corporation  
Registration Statement on Form S-8

Ladies and Gentlemen:

As special counsel to Northrop Grumman Corporation, a Delaware corporation ("Northrop"), we are familiar with the activities of Northrop and its corporate records. We have participated in the authorization and preparation of the Logicon 1991 Stock Option Plan for Non-Employee Directors, the Logicon 1992 Employee Incentive Stock Option Plan, the Logicon Incentive Stock Option Plan No. 3, the Logicon 1990 Non-Qualified Stock Option Plan and the Logicon Employee Stock Purchase Plan (the "Plans") and the Registration Statement on Form S-8 (the "Registration Statement") being filed by Northrop under the Securities Act of 1933, as amended, for the purpose of registering 440,016 shares of common stock, par value \$1.00 per share, of Northrop for issuance under the Plans (the "Shares").

On the basis of our knowledge of Northrop's activities and its corporate records, we are of the opinion that the Shares will be legally issued, fully paid and nonassessable when issued and paid for in accordance with the Plans.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement.

Sincerely,

GIBSON, DUNN & CRUTCHER LLP

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 February 5, 1997 appearing in the Annual Report on Form 10-K of Northrop Grumman Corporation for the year ended December 31, 1996.

Deloitte & Touche LLP

Los Angeles, California

August 29, 1997

CONSENT OF INDEPENDENT ACCOUNTANTS  
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We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 21, 1997, appearing on page 2 of the Employees' Stock Purchase Plan of Logicon, Inc.'s Annual Report on Form 11-K for the year ended December 31, 1996.

PRICE WATERHOUSE LLP  
Costa Mesa, California  
August 28, 1997