

FILING PURSUANT TO RULE 425 OF THE  
SECURITIES ACT OF 1933, AS AMENDED

FILER: NORTHROP GRUMMAN CORPORATION

SUBJECT COMPANY: TRW INC. (NO. 1-2384)

FILING: REGISTRATION STATEMENT ON FORM S-4  
(REGISTRATION NO. 333-83672)

Northrop Grumman filed a registration statement on Form S-4 (File No. 333-83672) and a tender offer statement on Schedule TO with the SEC on March 4, 2002 with respect to its offer to exchange all outstanding shares of TRW capital stock for Northrop Grumman stock. These documents contain important information. TRW shareholders should read these documents and any amendments or supplements thereto before making any decision regarding the offer to exchange. Copies of such documents may be obtained without charge at the SEC's website at [www.sec.gov](http://www.sec.gov) or from D.F. King & Co., Inc. the information agent for the offer to exchange, at 800-755-7250.

The directors, certain executive officers and other employees and representatives of Northrop Grumman may be deemed to be participants in the solicitation of proxies of TRW shareholders in connection with shareholder proposals relating to the 2002 Annual Meeting of TRW Shareholders and a Special Meeting of TRW Shareholders to be held on April 24, 2002 and April 22, 2002, respectively. Northrop Grumman has filed proxy materials for these shareholder meetings which contain information regarding such potential participants. Northrop Grumman's proxy materials contain important information and should be read by TRW shareholders. These proxy materials and any amendments thereto may be obtained at no charge at the SEC's website at [www.sec.gov](http://www.sec.gov) as they become available.

The following advertisement was placed by Northrop Grumman on April 17, 2002.

-----

TRW Shareholders:

# THE CHOICE IS NOW IN YOUR HANDS

On Monday, April 22nd, at the TRW Special Meeting, the choice is yours:



The **OPTION TO CONSIDER** Northrop Grumman's Exchange Offer of **\$53** per share

*Or*



**NO ALTERNATIVE** but TRW's "restructuring plan" which we believe involves

- uncertain value
- no clear timetable to completion
- high risk

At the upcoming Special and Annual Meetings, your votes **MUST CONVINC**E the TRW board to allow us to **CONDUCT DUE DILIGENCE**, which is a condition for this offer. If not, our offer will not proceed.

By voting the **BLUE** proxy card **FOR** the Control Share Acquisition proposal, you can send a strong message to your board that you want the opportunity to consider Northrop Grumman's offer.

**If the Control Share Acquisition proposal is approved, you're under no obligation to tender your shares into the Northrop Grumman offer.**

If it is not approved, you have **NO** alternative to TRW's risky and uncertain "restructuring plan."

The choice is yours – **OPTIONS** or **NO ALTERNATIVES**

## ***NORTHROP GRUMMAN***

### **IMPORTANT**

Your vote is important. Please sign, date and promptly mail your **BLUE** proxy with a completed certification of eligibility in time for TRW's April 22 special meeting. Please also sign and return a **GREEN** proxy card in connection with TRW's April 24 annual meeting of shareholders. If your shares are registered in the name of a broker, only your broker can execute a proxy and vote your shares and only after receiving your specific instructions. Please call the person responsible for your account and direct him or her to execute **BLUE** and **GREEN** proxies on your behalf today.

If you have questions, need assistance voting your shares, or lost your proxy card, please call **D.F. King & Co., Inc.**, which is assisting Northrop Grumman, toll-free at **1-800-755-7250**.

**For additional information, go to [www.voteformoc.com](http://www.voteformoc.com).**

Northrop Grumman filed a registration statement on Form S-4 (File No. 333-83672) and a tender offer statement on Schedule TO with the Securities and Exchange Commission on March 4, 2002 with respect to its offer to exchange all outstanding shares of TRW Inc. stock for Northrop Grumman common stock. These documents, and any amendments or supplements thereto, contain important information which should be read by TRW Inc. shareholders before making any decision regarding the offer to exchange.

The directors, certain executive officers and other employees and representatives of Northrop Grumman may be deemed to be participants in the solicitation of proxies for the Special Meeting of TRW Inc. Shareholders to be held on April 22, 2002 and the 2002 Annual Meeting of TRW Inc. Shareholders to be held on April 24, 2002. Northrop Grumman's proxy materials contain important information regarding such potential participants and other matters and should be read by TRW Inc. shareholders.

Copies of any of the foregoing documents may be obtained without charge at the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov) or upon request from D.F. King & Co., Inc., the information agent for Northrop Grumman's offer to exchange, at 800-755-7250.