

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 14D-1  
(AMENDMENT NO. 11)

AND

SCHEDULE 13D

TENDER OFFER STATEMENT PURSUANT TO SECTION  
14(D)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

GRUMMAN CORPORATION

-----  
(NAME OF SUBJECT COMPANY)

NORTHROP ACQUISITION, INC.

NORTHROP CORPORATION

-----  
(BIDDER)

Common Stock, \$1.00 par value per share  
(Including the Associated Rights)

-----  
(TITLE OF CLASS OF SECURITIES)

40018110

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(CUSIP NUMBER OF CLASS OF SECURITIES)

Richard R. Mollieur, Esq.  
Northrop Corporation  
1840 Century Park East  
Los Angeles, CA 90067  
(310) 553-6262

COPY TO:

Karen E. Bertero, Esq.  
Gibson, Dunn & Crutcher  
333 South Grand Avenue  
Los Angeles, CA 90071  
(213) 229-7000

-----  
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON  
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDER)

CALCULATION OF FILING FEE

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TRANSACTION VALUATION\*

\$2,174,165,160.00

AMOUNT OF FILING FEE\*\*

\$434,833.03

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\* For purposes of calculating fee only. Assumes purchase of 35,067,180 shares of Common Stock, \$1.00 par value per share, of Grumman Corporation at \$62.00 per share.

\*\* 1/50th of 1% of Transaction valuation.

[ ] CHECK BOX IF ANY PART OF THE FEE IS OFFSET AS PROVIDED BY RULE 0-11(A)(2) AND IDENTIFY THE FILING WITH WHICH THE OFFSETTING FEE WAS PREVIOUSLY PAID. IDENTIFY THE PREVIOUS FILING BY REGISTRATION STATEMENT NUMBER, OR THE FORM OR SCHEDULE AND THE DATE OF ITS FILING.

Amount previously paid: Not Applicable

Filing party: Not Applicable

Form or registration no.: Not Applicable

Date filed: Not Applicable

(continued on following pages)

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1 NAME OF REPORTING PERSONS S.S OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

NORTHROP ACQUISITION, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

BK

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

DIRECTLY: 31,585,201

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES\*

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

90.81%

10 TYPE OF REPORTING PERSON\*

CO

1 NAME OF REPORTING PERSONS S.S OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

NORTHROP CORPORATION

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

BK

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

INDIRECTLY: 31,585,201

DIRECTLY: 2

8 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES\*

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

90.81%

10 TYPE OF REPORTING PERSON\*

CO

This Amendment No. 11 (Final Amendment) amends and supplements the Tender Offer Statement on Schedule 14D-1 dated March 14, 1994 (the "Schedule 14D-1"), of Northrop Acquisition, Inc. (the "Purchaser") and Northrop Corporation ("Northrop"), as amended, filed in connection with the Purchaser's offer to purchase all of the outstanding shares of Common Stock, par value \$1.00 per share, of Grumman Corporation, a New York corporation (the "Company"), and the associated preferred stock purchase rights, as set forth in the Schedule 14D-1, as amended (the "Offer").

Item 6 of the Schedule 14D-1 is hereby amended by adding the following:

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

At 12:00 midnight, New York City Time, on April 15, 1994, the Offer expired. Based on information provided by the Depositary, a total of 31,585,201 Shares (or approximately 90.81% of the Shares outstanding) were properly tendered and not withdrawn pursuant to the Offer. The Purchaser has accepted for payment, and has notified the Depositary to promptly pay for, all such Shares at the purchase price of \$62 per Share in cash.

Pursuant to the Merger Agreement, a Special Meeting of Shareholders of the Company is expected to be held on or about May 18, 1994, at which the shareholders will consider and vote upon the Merger Agreement and the transactions contemplated thereby (the "Merger Proposal"). Northrop and the Purchaser intend to vote all Shares held by them in favor of the Merger Proposal. It is anticipated that the Merger will be consummated shortly after the Special Meeting of Shareholders, as a result of which the Company will become a wholly-owned subsidiary of Northrop and each outstanding Share (other than Shares held in the treasury of the Company and Shares held by Northrop and its subsidiaries, which will be cancelled, and Shares as to which shareholders shall have properly asserted dissenters' rights under the New York Business Corporation Law) will be converted into the right to receive \$62 per Share in cash.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 3, 1994

NORTHROP CORPORATION

/s/ Richard R. Molleur

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Name: Richard R. Molleur  
Title: Corporate Vice President

NORTHROP ACQUISITION, INC.

/s/ Richard R. Molleur

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Name: Richard R. Molleur  
Title: Vice President and Secretary