

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 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 May 3, 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 or upon request from D.F. King & Co., Inc., the information agent for Northrop Grumman's offer to exchange, at 800-755-7250.

The following advertisement was placed by Northrop Grumman on April 29, 2002

THANK YOU!

Now, We Need The Control Share Vote

Thank you! It appears that you, the TRW shareholders, have approved our proposal asking your board to provide Northrop Grumman with non-public information. Once an appropriate confidentiality agreement is established, we will immediately begin due diligence and then offer, for your consideration, a final, fair and full price for your TRW shares.

But, **our offer to you can only legally proceed if you, the TRW shareholders, approve the Control Share Acquisition proposal.**

That's why **your vote at the Special Meeting on May 3rd is critical.**

Send a strong message that you want TRW's board to:

- Keep the process moving forward
- Show us TRW's "hidden value"
- Allow you to consider Northrop Grumman's exchange offer.

As reported, **Institutional Shareholder Services, the nation's leading independent proxy advisor, recommends that TRW shareholders vote FOR the Control Share Acquisition proposal.**

Remember: NOTHING in the resolution at the May 3rd meeting requires you to accept our offer or tender your shares—only to allow the tender process to continue.

Be sure to complete your vote certification by checking the appropriate box on the back of the BLUE proxy card, so that your vote will be fully counted.

**KEEP THE PROCESS GOING.
VOTE THE BLUE PROXY CARD "FOR" TODAY.**

NORTHROP GRUMMAN

IMPORTANT

Your vote is important. Please complete a **BLUE** proxy card, including the certification of eligibility to vote, and sign and return it in time for the Special Meeting, now scheduled for May 3, 2002. 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 a **BLUE** proxy 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.voleformoc.com.

Northrop Grumman filed a registration statement on Form S-4 (File No. 333-83572) 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 documents contain executive officers and other employees and representatives of Northrop Grumman who are deemed to be participants in the solicitation of proxies for the Special Meeting of TRW Inc. Shareholders to be held on May 3, 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.secdatabase.com or upon request from D.F. King & Co., Inc., the information agent for Northrop Grumman's offer to exchange, at 800-755-7250.