

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

(Mark One)

- (X) 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: 1-12385

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

NORTHROP GRUMMAN SAVINGS AND INVESTMENT 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.

NORTHROP GRUMMAN SAVINGS AND INVESTMENT PLAN

Dated: June 30, 2003

/s/ J. Michael Hateley

By J. Michael Hateley
Chairman, Administrative Committee

NORTHROP GRUMMAN SAVINGS AND INVESTMENT PLAN

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INDEPENDENT AUDITORS' REPORT

Administrative Committee
Northrop Grumman Savings and Investment Plan

We have audited the accompanying statements of net assets available for plan benefits of the Northrop Grumman Savings and Investment Plan (the "Plan") as of December 31, 2002 and 2001 and the related statement of changes in net assets available for plan 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 of America. 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 plan benefits as of December 31, 2002 and 2001 and the changes in net assets available for plan benefits for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) at December 31, 2002 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is 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. This schedule is the responsibility of the Plan's management. Such schedule has been subjected to the auditing procedures applied in the audit of the basic 2002 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

June 26, 2003
Los Angeles, CA

NORTHROP GRUMMAN SAVINGS AND INVESTMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2002 AND 2001

 2002 2001
 ASSETS:
 Investment in
 Northrop
 Grumman
 Defined
 Contribution
 Plans Master
 Trust (Notes
 B, C, D and
 E)
 \$3,666,622,346
 \$ -

Investments
 (Notes A, B,
 C, D and E)
 513,468,593
 4,756,707,724

--- Total
 investments
 4,180,090,939
 4,756,707,724

Receivables:
 Participant
 contributions
 4,313,329
 1,898,133
 Employer
 contributions
 1,174,022
 578,646 Due
 from broker
 for
 securities
 sold -
 4,957,594

Dividends and
 interest
 receivable -
 5,425,939 ---

Total
 receivables
 5,487,351
 12,860,312 --

- Total
 assets
 4,185,578,290
 4,769,568,036

LIABILITIES:
 Accrued
 expenses
 2,090,276
 2,456,199 Due
 to broker for
 securities
 purchased -
 112,697,349 -

- Total
 liabilities
 2,090,276
 115,153,548 -

- NET ASSETS
 AVAILABLE FOR
 PLAN BENEFITS
 \$4,183,488,014
 \$4,654,414,488
 =====

See notes to
 financial
 statements.

NORTHROP GRUMMAN SAVINGS AND INVESTMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
 YEAR ENDED DECEMBER 31, 2002

 INVESTMENT
 INCOME (LOSS):
 Net
 depreciation in
 fair value of
 investments \$
 (653,417,610)
 Plan interest
 in Northrop
 Grumman Defined
 Contribution
 Plans Master
 Trust
 investment
 income (Notes
 B, C, D and E)
 41,321,652
 Plan
 interest in
 Northrop
 Grumman Stable
 Value Fund
 investment
 income (Notes
 A, B, C, D and
 E) 76,796,250
 Interest
 15,383,359
 Dividends
 19,712,267
 Investment
 expense
 (3,835,201) ---

 Total
 investment loss
 (504,039,283) -

CONTRIBUTIONS:
 Participant
 245,934,748
 Employer
 83,190,024 ----

 Total
 contributions
 329,124,772 ---

DEDUCTIONS:
 Benefits paid
 to participants
 (Note B)
 (301,849,409)
 Administrative
 expenses
 (8,419,222) ---

 Total
 deductions
 (310,268,631) -

TRANSFER FROM
 OTHER PLANS
 (Note A)
 14,256,668 ----
 ----- NET

DECREASE
 (470,926,474)
 NET ASSETS
 AVAILABLE FOR
 PLAN BENEFITS:
 Beginning of
 year
 4,654,414,488 -

 End of year \$
 4,183,488,014
 =====

See notes to
 financial
 statements.

A. DESCRIPTION OF THE PLAN

The following description of the Northrop Grumman Savings and Investment Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General--The Plan is a qualified profit-sharing and employee stock ownership plan sponsored by Northrop Grumman Corporation (the "Company"). It was established February 1, 1962 and restated effective January 1, 1998. It covers substantially all hourly and salaried employees who are at least 18 years old, are citizens or residents of the United States of America and are not covered under another plan. It is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

On September 27, 2002, the Perceptics Corporation 401(k) Retirement Plan (the "Perceptics Plan") was merged with the Plan. Perceptics Plan participants then became eligible for participation in the Plan.

On October 18, 2002, the Northrop Grumman Norden Represented Employee Savings Plan (the "Norden Represented Plan") was merged with the Plan. Norden Represented Plan participants then became eligible for participation in the Plan.

Effective October 1, 2002, the Plan pooled its investments with those of another Northrop Grumman sponsored plan through the Northrop Grumman Defined Contribution Plans Master Trust (the "Master Trust") except for participant loans and the Charles Schwab Personal Choice Retirement Account.

Contributions--Plan participants may contribute between 1% and 30% of eligible compensation in increments of 1%, on a tax-deferred (before-tax) basis, an after-tax basis, or a combination thereof. An active participant may change the percentage of his or her contributions. Contributions are subject to certain limitations.

The Company's matching contributions are as follows:

Employee Contribution	Company Match
First 2% of eligible compensation	100 %
Next 2% of eligible compensation	50 %
Next 4% of eligible compensation	25 %
Contribution over 8%	0 %

Participant Accounts--A separate account is maintained for each participant. Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution, (b) Plan earnings, and (c) administrative expenses. Allocations are based on participant earnings on account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting--Plan participants are fully vested (100%) at all times in the balance of their accounts (both employee and employer contributions), none of which may be forfeited for any reason.

Investment Options--Upon enrollment in the Plan, each participant may direct that his or her employee contributions and Company matching contributions, in 1% increments, be invested in any of the following 12 investment funds.

U.S. Equity Fund--The U.S. Equity Fund consists predominantly of holdings in large and medium sized U.S. company stocks. The fund's objectives are capital appreciation over the long term, along with current income (dividends). The fund's stock investments are selected by independent professional investment managers appointed by the Plan's Investment Committee.

U.S. Fixed Income Fund--The Fixed Income Fund consists of holdings in marketable, fixed income securities rated within the three highest investment grades (i.e., A or better) assigned by Moody's Investor Services or Standard & Poor's Corporation, U.S. Treasury or federal agency obligations, or cash equivalent instruments. The fund is broadly diversified and maintains an average maturity of 10 years. The securities are selected by independent professional investment managers appointed by the Plan's Investment Committee.

Stable Value Fund--The Plan holds an interest in the Northrop Grumman Stable Value Fund (the "Stable Value Fund", see Note D). Investments of the Stable Value Fund are diversified among U.S. government securities and obligations of government agencies, bonds, short-term investments, cash and investment contracts issued by insurance companies and banks. The Stable Value Fund is managed by an independent professional investment manager appointed by the Plan's Investment Committee.

Northrop Grumman Fund--The Northrop Grumman Fund invests primarily in Northrop Grumman Corporation common stock.

Balanced Fund--The Balanced Fund consists of fixed portions of five of the savings plan funds (Stable Value Fund, U.S. Equity Fund, Fixed Income Fund, International Equity Fund and Small Cap Fund). The fund seeks to exceed the return of the bond market and approach the return of the stock market, but with less risk than an investment only in stocks.

International Equity Fund--The International Equity Fund consists of stocks of a diversified group of companies in developed countries outside the United States. The fund's objectives are capital appreciation over the long term, along with current income (dividends).

Small Cap Fund--The Small Cap Fund consists of stocks of a diversified group of small capitalization U.S. companies. The stocks purchased by the fund typically have a market capitalization similar to companies in the Russell 2000 Index, which are companies with an average market capitalization of \$500 million. The fund's objective is capital appreciation over the long term, rather than current income (dividends).

Equity Index Fund--The Equity Index Fund consists of a diversified portfolio of stocks, as defined by an established market index. These stocks are selected by independent professional investment managers appointed by the Plan's Investment Committee. This fund is designed to provide results that closely match those of the Standard & Poor's 500 Stock Index.

High Yield Bond Fund--The High Yield Bond Fund consists of below-investment-grade securities (i.e., BBB or lower) assigned by Moody's Investor Services or Standard & Poor's Corporation. The fund seeks to exceed the return of the high-quality (investment grade) bond market.

International Bond Fund--The International Bond Fund consists of non-U.S. dollar denominated debt instruments rated within the three highest investment grades (i.e., A or better) by Moody's Investor Services or Standard & Poor's Corporation. The fund's objective is to provide a higher level of income and capital appreciation than the domestic fixed income market.

Emerging Markets Fund--The Emerging Markets Fund consists of a diversified portfolio of stocks issued by companies based in developing countries. The fund's objective is capital appreciation over the long term.

Schwab Personal Choice Retirement Account--The Schwab Personal Choice Retirement Account consists of more than 2,500 mutual funds, more than 300 fund families and the option to invest in individual stocks and bonds.

Participants may change their investment options daily.

Contributions deposited into each investment fund buy a number of units in each fund. The value of each participant's account within each fund depends on two factors: (1) the number of units purchased to date and (2) the current value of each unit. Unit values are updated daily prior to any Plan transactions, including contributions, withdrawals, distributions and transfers.

Participant Loans--Participants may borrow from their fund accounts a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000, reduced by the highest outstanding loan balance over the past 12 months, or 50% of their account balance (not including Company contributions). A participant may not have more than two outstanding loans at any given time (except for those merged from other plans). Loans will be prorated across all investment funds and are secured by the balance in the participant's account. The interest rate is fixed on the first business day of each month at the prime rate of the Plan's trustee plus 1%. Repayments are made from payroll deductions (for active employees) or personal check (for former employees or employees on a leave of absence). The maximum loan period is five years, or ten years for a loan used to acquire a dwelling that is to be the principal residence of the participant. Loans may be prepaid in full; partial prepayments are not permitted.

Payment of Benefits--On termination of service (including termination due to death, disability or retirement) a participant may receive a lump-sum payment of his or her account balance. A participant may also delay his or her lump-sum payment until the age of 70 1/2, if the account balance exceeds \$5,000.

Distribution from the Northrop Grumman Fund will be paid in cash, stock or a combination of both, depending on the participant's election.

Withdrawals--A participant may withdraw all or a portion of his or her after-tax contributions (plus earnings) at any time. In addition, a participant may withdraw all or a portion of his or her Company matching contribution (plus earnings) at any time. A participant may withdraw all or a portion of his or her before-tax contributions for any reason after reaching age 59 1/2, or prior to reaching age 59 1/2 in the case of hardship (as described in the Plan document).

B. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting--The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates--The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risk and Uncertainties--The Plan invests in various securities, including U.S. government securities, corporate debt instruments and corporate stocks. Investment securities, in general, are normally exposed to various risks, such as interest rate, credit and overall market volatility. Due to the ongoing level of risk associated with investment securities, changes in the values of investment securities may occur in the near term, which could materially affect the amounts reported in the statements of net assets available for plan benefits.

Investment Valuation and Income Recognition--The Plan's investments, including the Plan's interest in the Master Trust, are stated at fair value as determined by State Street Bank and Trust Company ("State Street" or the "Trustee"). The underlying investments in the Master Trust are valued as follows: Investments in securities traded on a national securities exchange are valued at their quoted market price at the end of the Plan year. Securities that have no quoted market price are presented at their estimated fair value.

Securities are valued at their market values based on information and financial publications of general circulation, statistical and valuation services, records of security exchanges, appraisals by qualified persons, transactions and bona fide offers in assets of the type in question and other information customarily used in the valuation of assets or if market values are not available, at their fair values as provided to the Trustee by the party with authority to trade such securities (investment managers, the Investment Committee, or, in the case of participant directed brokerage accounts, the participant's broker, as applicable). The Trustee relies on the prices provided by pricing sources or the investment managers, Investment Committee or participant's broker as a certification as to value in performing any valuations or calculations required of the Trustee under this contract.

All securities and cash or cash equivalents are quoted in the local currency and then converted into US dollars using the appropriate exchange rate obtained by the Trustee.

The investment contracts with insurance companies included in the Stable Value Fund are stated at contract value (see Notes D and E). Loans from participants are valued at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Broker commissions, transfer taxes and other charges and expenses incurred in connection with the purchase, sale or other disposition of securities or other investments held by the Master Trust are added to the cost of such securities or other investments, or are deducted from the proceeds of the sale or other disposition thereof, as appropriate. Taxes (if any) on the assets of the funds, or on any gain resulting from the sale or other disposition of such assets, or on the earnings of the funds, are apportioned among the participants and former participants (if any) whose interests in the Plan are affected, and the share of such taxes apportioned to each such person is charged against his or her account in the Plan.

The Master Trust allocates investment income, realized gains and losses, and unrealized appreciation on the underlying securities to the participating plans daily based upon the market value of each plan's investment. The unrealized appreciation or depreciation in the aggregate current value of investments is the difference between current value and the cost of investments. The realized gain or loss on investments is the difference between the proceeds received and the average cost of investments sold.

Expenses--Administrative expenses of the Plan are paid by either the Plan or the Plan's sponsor as provided in the Plan document.

Payment of Benefits--Benefits are recorded when paid.

C. INVESTMENTS

As of December 31, 2002, the Plan's investments include a proportionate interest in certain investments held by the Master Trust. These investments are stated at fair values determined and reported by the Trustee in accordance with the Master Trust Agreement established by the Company (see Notes A and B). Proportionate interests of each participating plan are ascertained on the basis of the Trustee's plan accounting method for master trust arrangements. The Plan's investment in the Master Trust represents 80.5% of total net assets as reported by the Trustee of the Master Trust as of December 31, 2002.

As of December 31, 2002, Master Trust assets of \$635,648,142 were on loan to third party borrowers under security lending agreements. Such assets could be subject to sale restrictions in the event security lending agreements are terminated and the securities have not been returned to the Plan.

The net assets of the Master Trust at fair value are as follows as of December 31, 2002:

Assets:	
Temporary investments (See Note D) \$	298,243,357 U.S. and foreign government securities
	314,399,692
Corporate debt instruments	186,349,259
Common stocks	1,704,725,533
Common/collective trust funds	440,836,676
Guaranteed and synthetic investment contracts (See Notes D and E)	1,690,110,231
Other investments	3,790,201
Receivable for investments sold	55,685,018
Dividends, interest and taxes receivable	6,938,752
----- Total assets	4,701,078,719
Liabilities-due to broker for securities purchased	151,289,439
----- Total liabilities	151,289,439
----- Net assets of the Master Trust	\$4,549,789,280
=====	

Investment gain for the Master Trust is as follows for the period from October 1, 2002 through December 31, 2002:

Investment
income (loss):
Net appreciation
(depreciation)
in fair value of
investments:
Temporary
investments \$
22,284 U.S. and
foreign
government
securities
8,700,588
Corporate debt
instruments
9,554,251 Common
stocks
(30,332,026)
Common/collective
trust funds
26,222,283 Other
investments
1,252,568 -----
----- Net
appreciation
15,419,948
Interest
32,361,722
Dividends
7,234,555 Other
income 214,021
Investment
manager fees
(219,834) Other
expenses/fees
(498,006) -----
----- Total
investment
income \$
54,512,406
=====

The following presents investments, other than the Plan's investment in the Master Trust, that represent 5% or more of the Plan's net assets as of December 31:

2002 2001
Northrop
Grumman
Corporation
common
stock,
4,032,315
shares \$
406,497,675
Plan
interest in
the Northrop
Grumman
Stable Value
Fund
1,302,113,223
Charles
Schwab
Personal
Choice
Retirement
Account
436,886,177
520,888,338

D. INTEREST IN NORTHROP GRUMMAN STABLE VALUE FUND

A portion of the Plan's investments that is part of the Master Trust includes amounts in the Northrop Grumman Stable Value Fund, which was established for the investment of the assets of the Plan and two other Northrop Grumman Corporation sponsored savings plans. Each participating savings plan has an undivided interest in the Stable Value Fund. At December 31, 2002 and 2001, the Plan's interests in the net assets of the Stable Value Fund were approximately 83% and 95%, respectively. Investment income and administrative expenses relating to the Stable Value Fund are allocated among the participating plans on a daily basis.

The Plan has an arrangement with the investment manager of the Stable Value Fund whereby the investment manager has the ability to borrow amounts from third parties to satisfy liquidity needs of the Stable Value Fund, if necessary. As of December 31, 2002, no borrowings under this arrangement were outstanding.

Investments held in the Stable Value Fund were as follows as of December 31:

2002	2001
Guaranteed and Synthetic Investment Contracts (at contract value)	
\$ 1,690,110,231	
\$ 1,330,767,485	
Northrop Retirement Savings Temporary Investment Fund	
49,488,133	
44,101,075	----

Total \$	
1,739,598,364	\$
1,374,868,560	
=====	
=====	

Investment income of the Stable Value Fund totaled \$84,068,657 for the year ended December 31, 2002.

E. INVESTMENT CONTRACTS WITH INSURANCE COMPANIES

All investment contracts held by the Stable Value Fund are considered to be fully benefit responsive and therefore are recorded at contract value. Contract value represents contributions made under the contract, plus interest at the contract rate, less withdrawals and administrative expenses.

The Stable Value Fund holds wrapper contracts in order to manage the market risk and return of certain securities held by the Stable Value Fund. The wrapper contracts generally modify the investment characteristics of certain underlying securities similar to those of guaranteed investment contracts. Each wrapper contract and its related underlying assets is referred to as a Synthetic Investment Contract ("SIC") and is recorded at contract value. The SICs held by the Stable Value Fund had a contract value totaling \$1,646,981,826 and \$1,286,790,463 at December 31, 2002 and 2001, respectively. The fair value of the underlying assets related to the wrapper contracts totaled \$1,207,120,225 and \$1,334,137,163 as of December 31, 2002 and 2001, respectively.

The fair value of the non-synthetic guaranteed investment contracts totaled \$48,732,748 and \$45,670,508 at December 31, 2002 and 2001, respectively.

The following information is disclosed for the investment contracts within the Stable Value Fund as of December 31:

2002	
2001	
Average yield of assets on	
December 31	5.53
%	6.30 %
Average crediting interest rate of assets at	
December 31	5.53
%	6.30 %
Average duration	
2.58	
years	
3.32	
years	

F. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments represent short-term investments managed by State Street. State Street is the trustee of the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services amounted to \$865,091 for the year ended December 31, 2002. In Plan management's opinion, fees paid during the year for services rendered by parties-in-interest were based upon customary and reasonable rates for such services.

G. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, the interests of all participants in their accounts are 100% vested and nonforfeitable.

H. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated April 25, 2000 that the Plan, as amended, and related trust are designed in accordance with the applicable requirements of the Internal Revenue Code (the "IRC"). The Plan administrator and the Plan's counsel believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

I. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for Plan benefits per the financial statements to the Form 5500 as of December 31:

2002	2001	----
----	Net assets	available for
	Plan benefits	per the
		financial
		statements \$
4,183,488,014	\$	4,654,414,488
	Less: Amounts	allocated to
	withdrawing	participants
	(6,606,122)	(3,379,572) ---
	-----	-----
	Net assets	available for
	Plan benefits	per the Form
		5500 \$
4,176,881,892	\$	4,651,034,916
=====		=====
=====		=====

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500 for the year ended December 31, 2002:

Benefits	paid to
participants	per the
	financial
	statements
\$301,849,409	Add:
	Amounts
	allocated
	to
	withdrawing
	participants
	at December
	31, 2002
	6,606,122
	Less:
	Amounts
	allocated
	to
	withdrawing
	participants
	at December
	31, 2001
	(3,379,572)

-	Benefits
	paid to
	participants
	per the
	Form 5500
\$305,075,959	=====
=====	

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, but not yet paid as of that date.

J. SUBSEQUENT EVENTS

Effective as of March 28, 2003, the TASC Profit Sharing and Savings Plan (the "TASC Savings Plan") and the TASC Services Corporation Employees Savings Plan (the "TASC Employee Savings Plan") were merged with the Plan, and the participants of the TASC Savings Plan and the TASC Employee

Savings Plan became eligible for participation in the Plan.

NORTHROP GRUMMAN SAVINGS AND INVESTMENT PLAN

FORM 5500 SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2002

Description of
Investment,
Identity of
Issue,
Including
Maturity Date,
Borrower,
Lessor Rate of
Interest,
Collateral,
Current or
Similar Party
Par or Maturity
Value Value *
Northrop
Grumman Defined
Participation
in Northrop
Grumman Defined
\$ 3,666,622,346
Contribution
Plans Master
Trust
Contribution
Plans Master
Trust Charles
Schwab Personal
Choice
Retirement
Account
436,886,177 *
Northrop
Grumman
Corporation
Participant
loans (Prime +
1%) 76,582,416

Total \$
4,180,090,939
=====

EXHIBIT INDEX

Exhibit No. -----	Document -----
23	Independent Auditors' Consent
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

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Registration Statement (No. 33-59853) of Northrop Grumman Corporation on Form S-8 of our report dated June 26, 2003, appearing in this annual report on Form 11-K of the Northrop Grumman Savings and Investment Plan for the year ended December 31, 2002.

/s/ Deloitte & Touche LLP

DELOITTE & TOUCHE LLP

Los Angeles, California
June 26, 2003

CERTIFICATION PURSUANT TO SECTION 906 FOR NORTHROP GRUMMAN
SAVINGS AND INVESTMENT 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 Northrop Grumman Savings and Investment 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 Northrop Grumman Savings and Investment 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 NORTHROP GRUMMAN
SAVINGS AND INVESTMENT 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 Northrop Grumman Savings and Investment 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 Northrop Grumman Savings and Investment 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

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.