

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE TO
(RULE 14D-100)
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) OF
THE SECURITIES EXCHANGE ACT OF 1934
Amendment No. 3

NEWPORT NEWS SHIPBUILDING INC.
(Name of Subject Company (Issuer))

NORTHROP GRUMMAN CORPORATION
(Names of Filing Persons (identifying status as offeror,
issuer or other person))

COMMON STOCK, PAR VALUE, \$0.01 PER SHARE
(including associated Rights)
(Title of Class of Securities)

652228107
(CUSIP Number of Class of Securities)

JOHN H. MULLAN
NORTHROP GRUMMAN CORPORATION
CORPORATE VICE PRESIDENT AND SECRETARY
1840 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067
(301) 553-6262

(Name, address, and telephone number of person authorized to receive
notices and communications on behalf of filing persons)

WITH A COPY TO:
STEPHEN FRAIDIN
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON
ONE NEW YORK PLAZA
NEW YORK, NEW YORK 10004-1980
(212) 859-8000

Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the
statement relates:

- third-party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going-private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the
results of the tender offer:

This Amendment No. 3 (this "Amendment No. 3") amends and supplements
the Tender Offer Statement on Schedule TO, initially filed and dated May
23, 2001 (as previously amended and as amended hereby, the "Schedule TO")
filed by NORTHROP GRUMMAN CORPORATION, a Delaware corporation, ("Northrop
Grumman") relating to the offer (the "Offer") by Northrop Grumman to issue,
upon the terms and subject to the conditions set forth herein and in the
related letter of election and transmittal, shares of common stock, par
value \$1.00 per share (the "Northrop Grumman Shares") designed to have a
value of \$67.50 per share or pay \$67.50 per share in cash (subject to the
election and proration procedures and limitations in the Prospectus
(defined below) and related letter of election and transmittal) for each

outstanding share of common stock, par value \$0.01 per share (the "Common Stock") of NEWPORT NEWS SHIPBUILDING INC., a Delaware corporation, ("Newport News") including the associated Series A participating cumulative preferred stock purchase rights issued pursuant to the Newport News stockholder protection rights agreement (the "Rights" and together with the Common Stock, the "Newport News Shares").

Northrop Grumman has filed a registration statement with the Securities and Exchange Commission on Form S-4, relating to the Northrop Grumman Shares to be issued to stockholders of Newport News in connection with the tender offer, as set forth in the prospectus which is a part of the registration statement (the "Prospectus"), and the related letter of election and transmittal, which were annexed to the Schedule T0 as Exhibits (a)(4) and (a)(1)(A) hereto.

All of the information in the Prospectus and the related letter of election and transmittal, and any prospectus supplement or other supplement thereto related to the offer hereafter filed with the Securities and Exchange Commission by Northrop Grumman, is hereby incorporated by reference in answer to items 2 through 11 of the Schedule T0.

ITEM 12. EXHIBITS

Item 12 is hereby amended and supplemented as follows:

(a)(5)(F) Press Release, dated June 19, 2001.

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.

NORTHROP GRUMMAN CORPORATION

By: /s/ John H. Mullan

John H. Mullan
Corporate Vice President and Secretary

Dated: June 19, 2001

EXHIBIT INDEX

EXHIBIT
NUMBER

DESCRIPTION

(a)(5)(F) Press Release, dated June 19, 2001.

NORTHROP GRUMMAN CORPORATION
Public Information
1840 Century Park East
Los Angeles, California 90067-2199
Telephone: 310-553-6262
Fax: 310-556-4561

Contact: Bob Bishop (Media) (310) 201-3335
Gaston Kent (Investors) (310) 201-3423

FOR IMMEDIATE RELEASE

DOJ REQUESTS ADDITIONAL INFORMATION ON NORTHROP GRUMMAN'S

PLAN TO ACQUIRE NEWPORT NEWS SHIPBUILDING

LOS ANGELES - June 19, 2001 - Northrop Grumman Corporation (NYSE: NOC) announced that it intends to comply promptly with a request received yesterday from the U.S. Department of Justice for additional information under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 regarding its proposed acquisition of Newport News Shipbuilding (NYSE:NNS).

The waiting period under Hart-Scott-Rodino will expire 30 days after Northrop Grumman substantially complies with the request unless it is extended by court order or by the consent of Northrop Grumman.

On May 23, 2001 Northrop Grumman commenced an exchange offer for all outstanding shares of common stock, including associated rights, of Newport News Shipbuilding for \$67.50 in cash or shares of Northrop Grumman common stock designed to provide a value of \$67.50 per share, subject to certain proration and other limitations as more fully described in the offer. The exchange offer is scheduled to expire at midnight, EDT, on June 20, 2001, unless the offer is extended.

Northrop Grumman Corporation is a \$15 billion global aerospace and defense company with its worldwide headquarters in Los Angeles, California. Northrop Grumman provides technologically advanced, innovative products, services and solutions in defense and commercial electronics, systems integration, information technology and non-nuclear-powered shipbuilding and systems. With 80,000 employees and operations in 44 states and 25 countries. Northrop Grumman serves U.S. and international military, government and commercial users.

THIS ANNOUNCEMENT IS NEITHER AN OFFER TO PURCHASE NOR A SOLICITATION OF AN OFFER TO SELL SHARES OF NEWPORT NEWS SHIPBUILDING. THE EXCHANGE OFFER STATEMENT (INCLUDING THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND OTHER OFFER DOCUMENTS) FILED BY NORTHROP GRUMMAN WITH THE SEC CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE OFFER. THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND CERTAIN OTHER DOCUMENTS WILL BE MADE AVAILABLE AT NO CHARGE TO ALL STOCKHOLDERS OF NEWPORT NEWS. THE EXCHANGE OFFER STATEMENT (INCLUDING THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND ALL OTHER DOCUMENTS FILED WITH THE SEC) WILL ALSO BE AVAILABLE AT NO CHARGE AT THIS SEC'S WEBSITE AT WWW.SEC.GOV.

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Members of the news media may receive our releases via e-mail by registering at: http://www.northgrum.com/cgi-bin/regist_form.cgi

LEARN MORE ABOUT US: Northrop Grumman news releases, product information, photos and video clips are available on the Internet at <http://www.northropgrumman.com>
