
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported)
August 12, 2002

NORTHROP GRUMMAN CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

1-16411

(Commission File Number)

No. 95-4840775

(I.R.S. Employer Identification Number)

1840 Century Park East, Los Angeles, California 90067

www.northropgrumman.com

(Address of principal executive offices and internet site)

(310) 553-6262

(Registrant's telephone number, including area code)

Item 7. Financial Statements and Exhibits

(c) Exhibits

- 99.1 Transmittal Letter
- 99.2 Sworn Statement of Chairman and Chief Executive Officer
- 99.3 Sworn Statement of Corporate Vice President and Chief Financial Officer

Item 9. Regulation FD Disclosure

Furnished herewith are the transmittal letter and the sworn statements required by Securities and Exchange Commission Order File No. 4-460 pursuant to Section 21(a)(1) of the Securities Exchange Act of 1934 that were transmitted today via telecopy (with originals sent for next day delivery) to the Secretary of the Securities and Exchange Commission.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NORTHROP GRUMMAN CORPORATION

(Registrant)

August 12, 2002

By:

/s/ John H. Mullan

(Date)

**John H. Mullan, Corporate Vice President
and Secretary**

Exhibit Index

Exhibit No.	<u>Description</u>
99.1	Transmittal Letter
99.2	Sworn Statement of Chairman and Chief Executive Officer
99.3	Sworn Statement of Corporate Vice President and Chief Financial Officer

Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Kent Kresa, Chairman and Chief Executive Officer (principal executive officer), state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Northrop Grumman Corporation, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Audit Committee of the Board of Directors of Northrop Grumman Corporation.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K for the year ended December 31, 2001, dated March 22, 2002 and filed with the Commission on such date of Northrop Grumman Corporation;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Northrop Grumman Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

/s/ Kent Kresa

Kent Kresa

Subscribed and sworn to
before me this 9th day of
August 2002.

August 9, 2002

: /s/ Lorena Castellanos

Notary Public
Commission #1272752
County of Monterey, California
My Commission Expires:
August 3, 2004

[* Separate statements to be signed by each of the Principal Executive Officer and the Principal Financial Officer.]

Paperwork Reduction Act Disclosure: The Office of Management and Budget has approved this collection of information pursuant to 44 U.S.C. § 3507 and 5 C.F.R. § 1320.13. The OMB control number for this collection of information pursuant to this Order and Exhibit A is 3235-0569, and it expires on January 31, 2003. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number. The information will be used to provide greater assurance to the Commission and to investors that persons have not violated, or are not currently violating, the provisions of the federal securities laws governing corporate issuers' financial reporting and accounting practices, and to aid the Commission in assessing whether it is necessary or appropriate in the public interest or for the protection of investors for the Commission to adopt or amend rules and regulations governing corporate issuers' financial practices and/or for the Commission to recommend legislation to Congress concerning these matters. We estimate that providing the requested information will take, on average, approximately 25 hours. Any member of the public may direct to the Commission any comments concerning the accuracy of this burden estimate and any suggestions for reducing this burden. Responses to the collection of information are mandatory and will not be kept confidential.

Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings

I, Richard B. Waugh, Jr., Corporate Vice President and Chief Financial Officer (principal financial officer), state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Northrop Grumman Corporation, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Audit Committee of the Board of Directors of Northrop Grumman Corporation.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K for the year ended December 31, 2001, dated March 22, 2002 and filed with the Commission on such date of Northrop Grumman Corporation;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Northrop Grumman Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

/s/ Richard B. Waugh, Jr.

Subscribed and sworn to before me this 12th day
of August 2002.

Richard B. Waugh, Jr.

Commission #1275313
Los Angeles County, California
My Commission Expires:
August 28, 2004

[* Separate statements to be signed by each of the Principal Executive Officer and the Principal Financial Officer.]

Paperwork Reduction Act Disclosure: The Office of Management and Budget has approved this collection of information pursuant to 44 U.S.C. § 3507 and 5 C.F.R. § 1320.13. The OMB control number for this collection of information pursuant to this Order and Exhibit A is 3235-0569, and it expires on January 31, 2003. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number. The information will be used to provide greater assurance to the Commission and to investors that persons have not violated, or are not currently violating, the provisions of the federal securities laws governing corporate issuers' financial reporting and accounting practices, and to aid the Commission in assessing whether it is necessary or appropriate in the public interest or for the protection of investors for the Commission to adopt or amend rules and regulations governing corporate issuers' financial practices and/or for the Commission to recommend legislation to Congress concerning these matters. We estimate that providing the requested information will take, on average, approximately 25 hours. Any member of the public may direct to the Commission any comments concerning the accuracy of this burden estimate and any suggestions for reducing this burden. Responses to the collection of information are mandatory and will not be kept confidential.