
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. 13

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. 13 (this "Amendment No. 13") amends and supplements
the Tender Offer Statement on Schedule TO as initially filed and dated May
23, 2001 (as previously amended and 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) thereto.

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)(P) Press Release, dated September 20, 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: September 21, 2001

EXHIBIT INDEX

EXHIBIT
NUMBER

DESCRIPTION

(a)(5)(P) Press Release, dated September 20, 2001.

FILED BY NORTHROP GRUMMAN CORPORATION
PURSUANT TO RULE 425 UNDER THE SECURITIES ACT
OF 1933 AND DEEMED FILED PURSUANT TO RULE
14D-2 OF THE SECURITIES EXCHANGE ACT OF 1934
SUBJECT COMPANY: NEWPORT NEWS
SHIPBUILDING INC.
COMMISSION FILE NO.: 1-12385

NORTHROP GRUMMAN CORPORATION
Public Information
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Gaston Kent (Investors) (310) 201-3423

FOR IMMEDIATE RELEASE

NORTHROP GRUMMAN EXTENDS TENDER OFFER

FOR ALL OUTSTANDING SHARES OF NEWPORT NEWS SHIPBUILDING

Los Angeles -Sept. 20, 2001 - Northrop Grumman Corporation (NYSE:
NOC) today announced that it has extended its pending exchange offer for
all outstanding shares of common stock, including associated rights, of
Newport News Shipbuilding Inc. (NYSE: NNS) from Sept. 20, 2001 to
Sept. 27, 2001 at midnight E.D.T.

Approximately 2,495,045 shares of Newport News Shipbuilding common
stock had been tendered to Northrop Grumman as of 5:00 p.m. E.D.T. on Sept.
20, 2001, including approximately 719,976 shares tendered pursuant to
notices of guaranteed delivery.

Northrop Grumman Corporation is a \$15 billion, global aerospace and
defense company with its worldwide headquarters in Los Angeles. Northrop
Grumman provides technologically advanced, innovative products, services
and solutions in defense and commercial electronics, systems integration,
information technology and non-nuclear 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
customers.

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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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>
