

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 SEC on March 4, 2002 with respect to its offer to exchange all outstanding shares of TRW capital stock for Northrop Grumman stock. These documents contain important information. TRW shareholders should read these documents and any amendments or supplements thereto before making any decision regarding the offer to exchange. Copies of such documents may be obtained without charge at the SEC's website at www.sec.gov or from D.F. King & Co., Inc. the information agent for the offer to exchange, at 800-755-7250.

The directors, certain executive officers and other employees and representatives of Northrop Grumman may be deemed to be participants in the solicitation of proxies of TRW shareholders in connection with shareholder proposals relating to the 2002 Annual Meeting of TRW Shareholders and a Special Meeting of TRW Shareholders to be held on April 24, 2002 and April 22, 2002, respectively. Northrop Grumman has filed proxy materials for these shareholder meetings which contain information regarding such potential participants. Northrop Grumman's proxy materials contain important information and should be read by TRW shareholders. These proxy materials and any amendments thereto may be obtained at no charge at the SEC's website at www.sec.gov as they become available.

The following advertisement was placed by Northrop Grumman on April 22, 2002.

Attention TRW Shareholders:

APRIL 22 SPECIAL MEETING

APRIL 24 ANNUAL MEETING

NOW MORE IMPORTANT THAN EVER

Last week, proxy voting advisor Institutional Shareholder Services (ISS) recommended its clients vote **FOR** the Control Share Acquisition Proposal at TRW's special meeting and permit Northrop Grumman to proceed with its offer.

As ISS was making its recommendation, TRW obtained a postponement of the special meeting.

Now with the special meeting postponed, it is particularly important that you vote our **GREEN** proxy card at TRW's annual meeting on April 24th. ISS has endorsed the first two of our proposals calling on TRW's board to:

- provide non-public information for our review
- establish a committee of independent directors to evaluate our offer as well as offers from other bidders
- provide shareholders with the opportunity to exchange shares

ARE THEY FOR REAL?

Northrop Grumman seeks a negotiated transaction with TRW. This is not possible without the conduct of an effective due diligence. TRW's proposed confidentiality agreement also contains so-called "standstill" terms, having nothing to do with confidentiality, which severely and unacceptably limit Northrop Grumman's actions regarding this transaction. These restrictions do not serve the interest of conducting effective negotiations and, as a result, do not serve the interests of TRW shareholders.

Send the message that you expect your board to follow through on what it has said it will do.

Vote the **GREEN** card today.

NORTHROP GRUMMAN

IMPORTANT

Your vote is important. Please sign, date and promptly mail your **GREEN** proxy card in connection with TRW's April 24 annual meeting of shareholders. Please also 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. 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 **BLUE** and **GREEN** proxies 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.voteformoc.com.

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 and the 2002 Annual Meeting of TRW Inc. Shareholders to be held on April 24, 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.