

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

INITIAL STATEMENT OF
BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the
Securities Exchange Act of 1934,
Section 17(a) of the Public Utility
Holding Company Act of 1935
or Section 30(f) of the Investment
Company Act of 1940

OMB APPROVAL
OMB NUMBER: 3235-0104
EXPIRES: SEPTEMBER 30, 2001
ESTIMATED AVERAGE BURDEN HOURS PER RESPONSE..... 0.5

1. Name and Address of Reporting Person
Unitrin, Inc.

(Last) (First) (Middle)

One East Wacker Drive

(Street)

Chicago IL 60601

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
May 16, 2001

3. I.R.S. Identification Number of Reporting Person, if an entity
(voluntary)

4. Issuer Name and Ticker or Trading Symbol
Northrop Grumman Corporation (formerly NNG, Inc.) NOC

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director
 10% Owner
 Officer (give title below)
 Other (specify title below)

6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

TABLE I - NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,329,189	I	By Trinity Universal Insurance Company, a wholly-owned subsidiary
Common Stock	3,336,092	I	By United Insurance Company of America, a wholly-owned subsidiary

TABLE II - DERIVATIVE SECURITIES BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 4)

Series B Convertible Preferred Stock

2. Date Exercisable and Expiration Date (Month/Day/Year)

See note 1 below.

See note 1 below.

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Common Stock

1,617,140

Title

Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

\$109.7534

5. Ownership Form of Derivative Security: Direct(D) or Indirect(I) (Instr. 5)

1,462,314

D

312,498

I

By Trinity Universal Insurance Company, a wholly-owned subsidiary

6. Nature of Indirect Beneficial Ownership (Instr. 5)

See above in Item 5 of this table.

EXPLANATION OF RESPONSES:

1. The Series B Convertible Preferred Stock is convertible into Common Stock at a conversion price of \$109.7534. The conversion price is subject to adjustment in the event of certain dividends and distributions; a reclassification; a merger, consolidation or sale of substantially all of the issuer's assets; liquidation or distribution and certain other events. The Series B Convertible Preferred Stock first became convertible on May 16, 2001. It is mandatorily redeemable for cash on April 4, 2021.

UNITRIN, INC.

By: /s/ David F. Bengston

May 23, 2001

Name: David F. Bengston

DATE

Title: Vice President

** SIGNATURE OF REPORTING PERSON

** INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS CONSTITUTE FEDERAL CRIMINAL VIOLATIONS. SEE 18 U.S.C. 1001 AND 15 U.S.C. 78ff(a).

NOTE: FILE THREE COPIES OF THIS FORM, ONE OF WHICH MUST BE MANUALLY SIGNED. IF SPACE IS INSUFFICIENT, SEE INSTRUCTION 6 FOR PROCEDURE.

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB NUMBER.