

BANKERS TRUST NEW YORK CORPORATION
One Bankers Trust Plaza
New York, New York 10006

Linda L. Assali
Vice President
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Mailing Address:
BT Services Tennessee, Inc.
648 Grassmere Park
Nashville, TN 37211

February 14, 1997

Securities and Exchange Commission
SEC Document Control
450 Fifth Street, N.W.
Washington, DC 20549
Attn: Filing Desk

Dear Sirs:

Re: Filing of Schedule 13G on
Northrop Grumman Corp

Pursuant to Rule 13d-1 of the General Rules and Regulations under the Securities Exchange Act of 1934, the following is one copy of the Schedule 13G with respect to the common stock of the above referenced corporation.

Please acknowledge your receipt of the Schedule 13G filing submission through the EDGAR-Link System software, by E-Mail confirmation.

Sincerely,

Linda Assali

Enclosures

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 5)*
Northrop Grumman Corp

NAME OF ISSUER:
Common Stock (Par Value \$0.01)

TITLE OF CLASS OF SECURITIES
666807102

CUSIP NUMBER

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be

subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

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CUSIP No. 666807102

Page 2 of 7 Pages

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bankers Trust New York Corporation and its wholly-owned subsidiary, Bankers Trust Company, as Trustee for various trusts, and employee benefit plans, and investment advisor. 13-6180473

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(A)

(B)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Bankers Trust New York Corporation and Bankers Trust Company are New York Corporations

NUMBER OF SHARES

5. SOLE VOTING POWER

BENEFICIALLY OWNED BY

6. SHARED VOTING POWER

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

8. SHARED DISPOSITIVE POWER

WITH

CUSIP No. 666807102

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW(9) EXCLUDES CERTAIN SHARES *

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON *

Bankers Trust New York Corporation - HC
Bankers Trust Company - BK

CUSIP No. 666807102

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Item 1(a) NAME OF ISSUER:

Northrop Grumman Corp

Item 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

1840 Century Park East
Los Angeles, CA 90067

Item 2(a) NAME OF PERSON FILING:

Bankers Trust New York Corporation, and its

wholly-owned subsidiary, Bankers Trust Company, as Trustee for various trusts, and employee benefit plans, and investment advisor.

Item 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

280 Park Avenue
New York, New York 10017

Item 2(c) CITIZENSHIP:

Bankers Trust New York Corporation, Bankers Trust Company, as Trustee for various trusts and employee benefit plans, and investment advisor.

Item 2(d) TITLE OF CLASS OF SECURITIES:

Common Stock (Par Value \$0.01) of Northrop Grumman Corp, a Delaware corporation.

Item 2(e) CUSIP NUMBER:

666807102

CUSIP No. 666807102

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Item 3 THE PERSON FILING IS A:

For Bankers Trust New York Corporation,

- (g) Parent Holding Company, in accordance with Section 240.13d-1(b)(ii)(G)

For Bankers Trust Company,

- (b) Bank as defined in section 3(a)(6) of the Act.

Item 4 OWNERSHIP:

- (a) Amount Beneficially Owned:

- (b) Percent of Class:

- (c) Number of shares as to which the Bank has:

- (i) sole power to vote or to direct the vote -

- (ii) shared power to vote or to direct the vote -

- (iii) sole power to dispose or to direct the disposition of -

- (iv) shared power to dispose or to direct the disposition of -

CUSIP No. 666807102

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Item 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable.

Item 7 IDENTIFICATION AND CLASSIFICATION OF THE
SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING
REPORTED ON BY THE PARENT HOLDING COMPANY:

See Item 3 above.

Item 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF
THE GROUP:

Not applicable.

Item 9 NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

Item 10 CERTIFICATION:

Not applicable.

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SIGNATURE:

After reasonable 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.

Date: as of December 31, 1996

Signature: Bankers Trust New York Corporation

By: /s/James T. Byrne, Jr.
Name: James T. Byrne, Jr.

Title: Secretary

EXHIBIT TO ITEM 7

The chain of ownership from Bankers Trust New York
Corporation to Bankers Trust Company is shown below:

Bankers Trust New York Corporation

|
100%
|

Bankers Trust Company