

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

FINAL ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Final Annual report pursuant to Section 15 (d) of the Securities
Exchange Act of 1934 (No fee required)

For the period ended May 18, 2000.

OR

Transition report pursuant to SECTION 15 (d) of the Securities Exchange Act
of 1934 (No fee required)

For the transition period from _____ to _____

Commission file number 1-3229

A. Full title of the plan and the address of the plan, if different from
that of the issuer named below:

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.
Logicon, Inc.
3701 Skypark Drive
Torrance, California 90505

B. Name of issuer of the securities held pursuant to the Plan and the
address of its principal executive office:

NORTHROP GRUMMAN CORPORATION
1840 Century Park East
Los Angeles, California 90067

-1-

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the
trustees (or other persons who administer the employee benefit plan) have duly
caused this annual report to be signed on its behalf by the undersigned hereunto
duly authorized.

EMPLOYEES' STOCK PURCHASE PLAN OF
LOGICON, INC.

/s/ Gary W. McKenzie

By Gary W. McKenzie
Vice President-Tax

Dated: August 15, 2000

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	4
FINANCIAL STATEMENTS:	
Statements of Financial Condition May 18, 2000 (Liquidation Basis) and December 31, 1999 (Liquidation Basis)	5
Statements of Income and Changes in Plan Equity Period Ended May 18, 2000 (Liquidation Basis) and Years Ended December 31, 1999 (Liquidation Basis), 1998	6
Notes to Financial Statements	7-8

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of the
Employees' Stock Purchase Plan of Logicon, Inc.:

We have audited the accompanying statements of financial condition of the Employees' Stock Purchase Plan of Logicon, Inc. (the "Plan") as of May 18, 2000 (liquidation basis) and December 31, 1999 (liquidation basis), and the related statements of income and changes in plan equity for the period ended May 18, 2000 (liquidation basis) and for the years ended December 31, 1999 (liquidation basis) and 1998. These financial statements are the responsibility of the Plan's Administrative Committee. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial condition of the Employees' Stock Purchase Plan of Logicon, Inc. as of May 18, 2000 (liquidation basis) and December 31, 1999 (liquidation basis), and its income and changes in plan equity for the period ended May 18, 2000 (liquidation basis) and for the years ended December 31, 1999 (liquidation basis) and 1998 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 4 to the accompanying financial statements, the board of directors of Logicon, Inc., the Plan's Sponsor, elected on December 18, 1999 to terminate the Plan. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting used to determine the amounts at which investments and benefit distribution information is stated from the ongoing basis used in presenting 1998 financial statements to the liquidation basis used in presenting the 1999 and 2000 financial statements.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP

August 15, 2000

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.

STATEMENTS OF FINANCIAL CONDITION
MAY 18, 2000 (LIQUIDATION BASIS) AND DECEMBER 31, 1999 (LIQUIDATION BASIS)

	2000	1999
ASSETS:		
Investment in common stock of Northrop Grumman Corporation, at fair value (Notes 1 and 2)	\$ -	\$13,262,465
Cash and short-term investments		2,142,601
Receivable for sale of common stock		982,250
Contributions receivable from participants		5,176
Due from employer		7,795
	-----	-----
Total assets		16,400,287
	-----	-----
LIABILITIES:		
Dividends and interest payable to participants		237,839
Dividends and interest payable to Logicon, Inc.		117,680
Net assets payable to participants upon plan termination (Note 4)		15,909,805
Participant withdrawals payable		134,963
	-----	-----
Total liabilities		16,400,287
	-----	-----
PLAN EQUITY	\$ -	\$ -
	=====	=====

See notes to financial statements.

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.

STATEMENTS OF INCOME AND CHANGES IN PLAN EQUITY
 PERIOD ENDED MAY 18, 2000 (LIQUIDATION BASIS) AND
 YEARS ENDED DECEMBER 31, 1999 (LIQUIDATION BASIS) AND 1998

	2000	1999	1998

ADDITIONS:			
Investment income:			
Dividend income	\$ 97,214	\$ 338,590	\$ 331,321
Interest income	30,528	19,574	16,836
Net realized and unrealized (depreciation) appreciation in market value of Northrop Grumman Corporation common stock	1,750,493	(5,021,276)	(7,694,223)
Contributions by participants		6,344,164	6,072,697
Contributions by employer, net of participant forfeitures of \$0, \$291,010, and \$754,405	116,239	2,938,668	2,169,065
Total additions	----- 1,994,474	----- 4,619,720	----- 895,696
DEDUCTIONS:			
Participant withdrawals		1,713,240	3,317,793
Distributions to participants	1,753,479	5,079,685	10,626,339
Distributions of dividends and interest	240,995	237,772	232,968
Total deductions	----- 1,994,474	----- 7,030,697	----- 14,177,100
DISTRIBUTIONS TO PARTICIPANTS UPON PLAN TERMINATION (Note 4)		15,909,805	
DECREASE IN PLAN EQUITY		(18,320,782)	(13,281,404)
PLAN EQUITY:			
Beginning of period	-	18,320,782	31,602,186
End of period	\$ -	\$ -	\$ 18,320,782
	=====	=====	=====

See notes to financial statements.

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.

NOTES TO FINANCIAL STATEMENTS

PERIOD ENDED MAY 18, 2000 (LIQUIDATION BASIS) AND YEARS ENDED

DECEMBER 31, 1999 (LIQUIDATION BASIS) AND 1998

1. DESCRIPTION OF THE PLAN

The Employees' Stock Purchase Plan of Logicon, Inc. (the "Plan") was established to provide the employees of certain subsidiaries of Logicon, Inc. (the "Company") the opportunity to acquire shares of Logicon, Inc. common stock. As a result of the merger of Logicon, Inc. and Northrop Grumman Corporation ("Northrop") on August 1, 1997, each share of Logicon, Inc. common stock was converted to .6161 of a share of Northrop Grumman common stock. Effective August 21, 1997, the Plan was amended to provide for the purchase of Northrop common stock. Participants were permitted to contribute up to 6 percent of their base compensation to the Plan through regular after-tax payroll deductions. The Company made contributions to the Plan equal to 50 percent of the amounts contributed by participants, less participant forfeitures of non-vested amounts. As provided in the Trust agreement, all participant and Company contributions were invested by Sanwa Bank California (the "Trustee") in shares of Northrop common stock. The shares were purchased at fair market value on the open market. All administrative and other expenses of the Plan were paid by the Company. Dividend and interest income was distributed ratably to the participants and to the Company each year based upon participants' vested and non-vested account balances.

Participants' interests in the Plan were accumulated in units which, at the time of distribution or withdrawal, were converted into whole shares of Northrop common stock and into cash for fractional shares. This conversion was based upon each participant's proportionate interest in the Plan as measured in units, multiplied by the total number of shares of Northrop common stock held by the Plan. Participant contributions were fully vested at all times. Company contributions vested two years after the close of the plan year in which the contributions were made, or at the time of the participant's total disability, death, or retirement. Distributions of class year equity were made annually following the end of the plan year in which the Company contributions became fully vested. On December 18, 1999, the Company terminated the Plan with all participants becoming fully vested in their share of Company contributions as of and after July 1, 1999.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - Prior to 1999, the financial statements of the Plan were prepared on the accrual basis of accounting. As discussed in Notes 1 and 4 to the accompanying financial statements, the board of directors of Logicon, Inc., the Plan's Sponsor, elected on December 18, 1999 to terminate the Plan. In accordance with accounting principles generally accepted in the United States of America, the Plan changed its basis of accounting used to determine the amounts at which investments and benefit distribution information is stated from the ongoing basis used in presenting 1998 financial statements to the liquidation basis used in presenting the 1999 and 2000 financial statements.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value. Investment in Northrop Grumman Corporation common stock is stated at its closing market price on the date of valuation.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

3. INCOME TAXES

The Plan is established under current tax law as a grantor trust and is therefore not subject to taxes on its income. For tax purposes, the Company is considered to be the owner of the portion of the Plan equity attributable to non-vested Company contributions. Company contributions, and earnings thereon, become taxable to participants as compensation upon vesting and distribution. Participants are responsible for individual income taxes on dividend and interest distributions from the Plan.

4. PLAN TERMINATION

The Company elected to terminate the Plan as of December 18, 1999. At the Plan's termination, all employees who participated in the Plan on or after July 1, 1999 became fully vested in their share of Company contributions for all class years. Final distributions for all class years were made on May 18, 2000.

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Registration Statement No. 333-34717 of Northrop Grumman Corporation on Form S-8 of our report relating to the Employees' Stock Purchase Plan of Logicon, Inc. dated August 15, 2000, appearing in this final annual report on Form 11-K of the Employees' Stock Purchase Plan of Logicon, Inc. for the period ended May 18, 2000.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP
Los Angeles, California
August 15, 2000