

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

FORM 15

Certification and Notice of Termination of Registration  
under Section 12(g) of the Securities Exchange Act of 1934  
or Suspension of Duty to File Reports Under Sections 13 and 15(d)  
of the Securities Exchange Act of 1934

Commission File Number: 1-3229

NORTHROP GRUMMAN CORPORATION

(Exact name of registrant as specified in its charter)

1840 Century Park East  
Los Angeles, California 90067  
(310) 201-3215

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.

(Title of each class of securities covered by this Form)

None

(Title of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i) [ ]	Rule 12h-3(b)(1)(ii) [ ]
Rule 12g-4(a)(1)(ii) [ ]	Rule 12h-3(b)(2)(i) [ ]
Rule 12g-4(a)(2)(i) [ ]	Rule 12h-3(b)(2)(ii) [ ]
Rule 12g-4(a)(2)(ii) [ ]	Rule 15d-6 [X]
Rule 12h-3(b)(1)(i) [X]	

Approximate number  
of holders of record  
as of the  
certification or  
notice date: 0

Pursuant to the  
requirements of the  
Securities Exchange  
Act of 1934,  
NORTHROP GRUMMAN  
CORPORATION has  
caused this  
certification/notice  
to be signed on its  
behalf by the  
undersigned duly  
authorized person.

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.

/s/ Steve Movius

Steve Movius  
Chief Financial Officer

Dated: May 5, 2000