# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

**CURRENT REPORT** 

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported)

November 12, 2002

## NORTHROP GRUMMAN CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

1-16411

(Commission File Number)

No. 95-4840775 (I.R.S. Employer Identification Number)

1840 Century Park East, Los Angeles, California 90067 www.northropgrumman.com (Address of principal executive offices and internet site)

(310) 553-6262

(Registrant's telephone number, including area code)

#### Item 7. Financial Statements and Exhibits

- (c) Exhibits
- 99.1 Transmittal Letter
- 99.2 Certificate of Chief Executive Officer
- 99.3 Certificate of Chief Financial Officer

### Item 9. Regulation FD Disclosure

In connection with the Quarterly Report on Form 10-Q for the quarterly period ending September 30, 2002, as filed with the Securities and Exchange Commission on this date, Northrop Grumman Corporation filed as correspondence the transmittal letter and certifications attached hereto as Exhibits 99.1, 99.2 and 99.3.

#### Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

	NORTHROP GRUMMAN CORPORATION
	(Registrant)
By:	/s/ JOHN H. MULLAN
	John H. Mullan

Corporate Vice President and Secretary

Date: November 12, 2002

#### **Exhibit Index**

Exhibit No.		Description
99.1	Transmittal Letter	
99.2	Certificate of Chief Executive Officer	
99.3	Certificate of Chief Financial Officer	

November 12, 2002

#### Via EDGAR

Securities and Exchange Commission Judiciary Plaza 450 Fifth Street, N.W. Washington, D.C.

Re: Northrop Grumman Corporation—Quarterly Report on Form 10-Q For the Quarterly Period ending September 30, 2002

Ladies and Gentlemen:

Transmitted herewith are written statements pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 to accompany the above-captioned periodic report filed on this date.

Very truly yours,

NORTHROP GRUMMAN CORPORATION

By: /s/ JOHN H. MULLAN

John H. Mullan Corporate Vice President and Secretary

# CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Northrop Grumman Corporation (the "Company") on Form 10-Q for the quarterly period ended September 30, 2002, as filed with the Securities and Exchange Commission on November 12, 2002 (the "Report"), I, Kent Kresa, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- 1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- 2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By:	/s/ KENT KRESA
	Kent Kresa Chairman of the Board and Chief Executive Officer

November 12, 2002

# CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Northrop Grumman Corporation (the "Company") on Form 10-Q for the quarterly period ended September 30, 2002, as filed with the Securities and Exchange Commission on November 12, 2002 (the "Report"), I, Richard B. Waugh, Jr., Corporate Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- 1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- 2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By:	/s/ RICHARD B. WAUGH, JR.
	Richard B. Waugh, Jr. Corporate Vice President and Chief Financial Officer

November 12, 2002