

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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

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**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)

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**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

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(Registrant)

By: /s/ JOHN H. MULLAN

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**John H. Mullan**  
Corporate Vice President and Secretary

Date: November 12, 2002

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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

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**John H. Mullan**  
Corporate Vice President and Secretary



