

FILING PURSUANT TO RULE 425 OF THE
SECURITIES ACT OF 1933, AS AMENDED

FILER: NORTHROP GRUMMAN CORPORATION

SUBJECT COMPANY: TRW INC. (NO. 1-2384)

FILING: REGISTRATION STATEMENT ON FORM S-4
(REGISTRATION NO. 333-83672)

NEWS
[LOGO OF NORTHROP GRUMMAN]

Northrop Grumman Corporation
Public Information
1840 Century Park East
Los Angeles, California
90067-2199
Telephone 31-553-6262
Fax 310-556-4561

Contact: Randy Belote (Media) (703) 875-8525
Gaston Kent (Investors) (310) 201-3423

NORTHROP GRUMMAN CLARIFIES

SHARE TENDER NUMBERS

LOS ANGELES -- May 6, 2002 -- Northrop Grumman Corporation (NYSE: NOC) clarified the number of TRW shares tendered for exchange by TRW Inc. (NYSE: TRW) shareholders as of 5:00 p.m. EDT on May 3, 2002, as follows: approximately 4,200,000 shares of TRW common stock; 1,365 shares of Cumulative Serial Preference Stock II, \$4.40 Convertible Series 1; and 3,400 shares of Cumulative Serial Preference Stock II, \$4.50 Convertible Series 3 had been tendered to Northrop Grumman, of which approximately 1,000,000 shares of common stock were tendered pursuant to notices of guaranteed delivery. The tendered shares are subject to validation by TRW's transfer agent.

Northrop Grumman also confirmed that it has extended its pending exchange offer for all outstanding shares of common and preferred stock of TRW from May 3, 2002, to May 17, 2002, at midnight EDT.

Northrop Grumman Corporation is an \$18 billion, global defense company with its worldwide headquarters in Los Angeles. Northrop Grumman provides technologically advanced, innovative products, services and solutions in defense and commercial electronics, systems integration, information technology and nuclear and non-nuclear shipbuilding and systems. With nearly 100,000 employees and operations in 44 states and 25 countries, Northrop Grumman serves U.S. and international military, government and commercial customers.

- more -

#

Northrop Grumman filed a registration statement on Form S-4 (File No. 333-83672) and a tender offer statement on Schedule TO with the SEC on March 4, 2002, with respect to its offer to exchange all outstanding shares of TRW capital stock for Northrop Grumman stock. These documents contain important information. TRW shareholders should read these documents and any amendments or supplements thereto before making any decision regarding the offer to exchange. Copies of such documents may be obtained without charge at the SEC's website at www.sec.gov or from D.F. King & Co., Inc. the information agent for the offer to exchange, at 800-755-7250.

#

0502-127

LEARN MORE ABOUT US: Northrop Grumman news releases, product information, photos and video clips are available on the Internet at: <http://www.northropgrumman.com>

Members of the news media may receive our releases via e-mail by registering at: http://www.northropgrumman.com/cgi-bin/regist_form.cgi
