

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE TO  
(RULE 14d-100)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
Amendment No. 2  
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NEWPORT NEWS SHIPBUILDING INC.  
(Name of Subject Company (Issuer))  
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NORTHROP GRUMMAN CORPORATION  
(Names of Filing Persons (identifying status as offeror,  
issuer or other person))  
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COMMON STOCK, PAR VALUE, \$0.01 PER SHARE  
(including associated Rights)  
(Title of Class of Securities)  
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652228107  
(CUSIP Number of Class of Securities)  
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JOHN H. MULLAN  
NORTHROP GRUMMAN CORPORATION  
CORPORATE VICE PRESIDENT AND SECRETARY  
1840 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067  
(301) 553-6262

(Name, address, and telephone number of person  
authorized to receive notices and communications on behalf of filing persons)

WITH A COPY TO:  
STEPHEN FRAIDIN  
FRIED, FRANK, HARRIS, SHRIVER & Jacobson  
ONE NEW YORK PLAZA  
NEW YORK, NEW YORK 10004-1980  
(212) 859-8000  
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Check the box if the filing relates solely to preliminary  
communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to  
which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting  
the results of the tender offer:

This Amendment No. 2 (this "Amendment No. 2") amends and supplements  
the Tender Offer Statement on Schedule TO, initially filed and dated May  
23, 2001 (as previously amended and as amended hereby, the "Schedule TO")  
filed by NORTHROP GRUMMAN CORPORATION, a Delaware corporation, ("Northrop  
Grumman") relating to the offer (the "Offer") by Northrop Grumman to issue,  
upon the terms and subject to the conditions set forth herein and in the  
related letter of election and transmittal, shares of common stock, par  
value \$1.00 per share (the "Northrop Grumman Shares") designed to have a  
value of \$67.50 per share or pay \$67.50 per share in cash (subject to the  
election and proration procedures and limitations in the Prospectus  
(defined below) and related letter of election and transmittal) for each  
outstanding share of common stock, par value \$0.01 per share (the "Common  
Stock") of NEWPORT NEWS SHIPBUILDING INC., a Delaware corporation,

("Newport News") including the associated Series A participating cumulative preferred stock purchase rights issued pursuant to the Newport News stockholder protection rights agreement (the "Rights" and together with the Common Stock, the "Newport News Shares").

Northrop Grumman has filed a registration statement with the Securities and Exchange Commission on Form S-4, relating to the Northrop Grumman Shares to be issued to stockholders of Newport News in connection with the tender offer, as set forth in the prospectus which is a part of the registration statement (the "Prospectus"), and the related letter of election and transmittal, which were annexed to the Schedule TO as Exhibits (a)(4) and (a)(1)(A) hereto.

All of the information in the Prospectus and the related letter of election and transmittal, and any prospectus supplement or other supplement thereto related to the offer hereafter filed with the Securities and Exchange Commission by Northrop Grumman, is hereby incorporated by reference in answer to items 2 through 11 of the Schedule TO.

ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS.

Item 5 is hereby amended and supplemented as follows:

On June 15, 2001, Kent Kresa, Chairman of the Board, President and Chief Executive Officer of Northrop Grumman sent to William Fricks, Chairman and Chief Executive Officer of Newport News the letter filed as Exhibit (a)(5)(E) hereto which is incorporated herein by reference.

ITEM 12. EXHIBITS

Item 12 is hereby amended and supplemented as follows:

(a)(5)(E) Letter sent by Kent Kresa, Chairman of the Board, President and Chief Executive Officer of Northrop Grumman to William Fricks, Chairman and Chief Executive Officer of Newport News, dated June 15, 2001.

Signature

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

NORTHROP GRUMMAN CORPORATION

By: /s/ John H. Mullan

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John H. Mullan  
Corporate Vice President  
and Secretary

Dated: June 15, 2001

EXHIBIT INDEX

Exhibit  
Number  
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Description  
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(a)(5)(E)	Letter sent by Kent Kresa, Chairman of the Board, President and Chief Executive Officer of Northrop Grumman to William Fricks, Chairman and Chief Executive Officer of Newport News, dated June 15, 2001.
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[NORTHROP GRUMMAN LETTERHEAD]

15 June 2001

Mr. William P. Fricks  
Chairman and Chief Executive Officer  
Newport News Shipbuilding, Inc.  
4101 Washington Avenue  
Newport News, Virginia 23607-2770

Dear Bill:

We were obviously disappointed that your response to Northrop Grumman's offer was to not take a position until you had obtained additional information regarding the position of the Department of Defense and Department of Justice with respect to both our offer and the General Dynamics offer. As you are aware, this governmental review process is now well underway.

We believe it would clearly be in the best interests of Newport News, its shareholders and the employees of both our companies, if during the pendency of the governmental review process we are provided the same information you provided General Dynamics, so that we can be in a position to consummate the best transaction possible for the shareholders of both our companies. At this time we are not asking that you terminate the General Dynamic Merger Agreement, or even that we receive the same treatment as General Dynamics under Newport News' Rights Plan or that the \$50 million break-up fee be rescinded.

In considering our request, we hope that you will keep in mind two important items in connection with our offer. First, it is obvious that there are substantial antitrust problems facing the General Dynamics Merger. Second, as stated in our Exchange Offer, if we are provided the opportunity to conduct a due diligence review of Newport News, we would be prepared to immediately negotiate all aspects of our Exchange Offer.

We are, of course, prepared to enter into an appropriate Confidentiality Agreement to facilitate our discussions. Please contact me as soon as possible so that we can promptly commence our due diligence process.

I look forward to hearing from you.

Very truly yours,

/s/ Kent Kresa

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Kent Kresa