

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): AUGUST 1, 1997

NORTHROP GRUMMAN CORPORATION
(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)	1-3229 (Commission File Number)	95-1055798 (IRS Employer Identification No.)
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1640 Century Park East LOS ANGELES, CALIFORNIA (Address of Principal Executive Offices)	90067 (Zip Code)
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Registrant's telephone number, including area code: (310) 201-3000

None
(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS.

This report is qualified in its entirety by reference to the documents described herein and attached as exhibits hereto, which are incorporated herein by this reference.

On August 1, 1997, Northrop Grumman Corporation ("Northrop") and Northrop's wholly-owned subsidiary, NG Acquisition, Inc., a Delaware corporation ("Acquisition"), acquired Logicon, Inc., a Delaware corporation ("Logicon"), by means of a merger (the "Merger") of Logicon with and into Acquisition, with Logicon as the surviving corporation, pursuant to the terms and conditions of an Agreement and Plan of Merger dated May 4, 1997 among Logicon, Northrop and Acquisition.

The Press Release of Northrop dated August 1, 1997 announcing the completion of the Merger is filed herewith as Exhibit 99.1.

ITEM 7. EXHIBITS.

The following exhibits are filed with this current report on Form 8-K:

Exhibit No.	Description
2.1	Agreement and Plan of Merger dated June 25, 1997 among Logicon, Northrop and Acquisition (incorporated by reference to Annex A to the Proxy Statement/Prospectus of Logicon and Northrop contained in the Form S-4 of Northrop filed with the Commission on June 9, 1997)
4.1	Restated Certificate of Incorporation of Northrop (incorporated by reference to the Form S-3 of Northrop filed with the Commission on August 18, 1994)
4.2	By-laws of Northrop (incorporated by reference to the Form 10-K of Northrop filed with the Commission on February 25, 1997)
99.1	Press Release of Northrop dated August 1, 1997

SIGNATURES

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

Date: August 15, 1997

By: /s/ James C. Johnson

James C. Johnson
Corporate Vice President, Secretary
and Assistant General Counsel

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4.1	Restated Certificate of Incorporation of Northrop (incorporated by reference to the Form S-3 of Northrop filed with the Commission on August 18, 1994)
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99.1	Press Release of Northrop dated August 1, 1997

Company Press Release

Merger of Northrop Grumman, Logicon Completed

LOS ANGELES, Aug. 1/PRNewswire/ -- Northrop Grumman Corporation (NYSE:NOC) announced today that its merger with Logicon, Inc. has been completed in a stock-for-stock transaction.

According to the definitive agreement for the merger that was announced last May, Logicon stockholders will receive 0.6161 of a Northrop Grumman share for each share of Logicon common stock.

Northrop Grumman will operate Logicon as a wholly owned subsidiary.