\Box

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to | |
|--|--|
| Section 16. Form 4 or Form 5 | |
| obligations may continue. See | |
| Instruction 1(b). | |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPRO | VAL |
|-------------------------|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burde | en |
| hours per response: | 0.5 |

| 1. Name and Address of Reporting Person* NORTHROP GRUMMAN CORP /DE/ | | | 2. Issuer Name and Ticker or Trading Symbol <u>ENDWAVE CORP</u> [ENWV] | | tionship of Reporting I all applicable) | | |
|--|----------------------|----------|---|-------|---|----------|-----------------------|
| | | | | | Director | Х | 10% Owner |
| (Last) 1840 CENTURY | (First) PARK EAST | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 07/14/2005 | | Officer (give title below) | | Other (specify below) |
| · | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | idual or Joint/Group F | iling ((| Check Applicable |
| (Street) | | | | Line) | | | |
| LOS ANGELES | CA | 90067 | | x | Form filed by One F Form filed by More 1 Person | | 0 |
| (City) | (State) | (Zip) | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|---|---|--------|---------------|---------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (11150.4) |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 3,900 | D | \$53.7 | 3,357,234 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 200 | D | \$53.71 | 3,357,034 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 440 | D | \$53.75 | 3,356,594 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 2,208 | D | \$53.8 | 3,354,386 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 200 | D | \$53.82 | 3,354,186 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 300 | D | \$53.83 | 3,353,886 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 100 | D | \$53.84 | 3,353,786 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 2,000 | D | \$53.85 | 3,351,786 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 500 | D | \$53.86 | 3,351,286 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 4,799 | D | \$53.88 | 3,346,487 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 2,300 | D | \$53.89 | 3,344,187 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 2,710 | D | \$53.9 | 3,341,477 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 2,200 | D | \$53.91 | 3,339,277 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 100 | D | \$53.94 | 3,339,177 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 300 | D | \$53.97 | 3,338,877 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 2,000 | D | \$53.99 | 3,336,877 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 7,391 | D | \$54 | 3,329,486 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 100 | D | \$54.01 | 3,329,386 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 1,600 | D | \$54.05 | 3,327,786 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 1,000 | D | \$54.07 | 3,326,786 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 1,000 | D | \$54.15 | 3,325,786 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 6,800 | D | \$54.24 | 3,318,986 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 3,800 | D | \$54.25 | 3,315,186 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 1,600 | D | \$54.5 | 3,313,586 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 400 | D | \$54.51 | 3,313,186 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 100 | D | \$54.52 | 3,313,086 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 100 | D | \$54.53 | 3,312,986 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | S | | 200 | D | \$54.54 | 3,312,786 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | s | | 100 | D | \$54.56 | 3,312,686 | D | |
| Common Stock ⁽¹⁾ | 07/14/2005 | | s | | 300 | D | \$54.57 | 3,312,386 | D | |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | | | | | |
|--|---|--|---|------------------------------|---|---|-----|--|--------------------|--|--|---|--|---|--|---|--|---|-----------------------------|--|--|
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transa Code (8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | Amount of Securities Underlying Derivative Security (Instr. 3 | | Amount of Securities Underlying Derivative Security (Instr. 3 | | 8. Price of Derivative Security (Instr. 5) | ve derivative Securities | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | | | | | | |
| | | Reporting Person [*] | ORP /DE/ | | | | | | | | | | | | | | | | | | |
| (Last) 1840 CE | NTURY PA | (First) RK EAST | (Middle) | | | | | | | | | | | | | | | | | | |
| (Street) LOS AN | GELES | CA | 90067 | | | | | | | | | | | | | | | | | | |
| (City) | | (State) | (Zip) | | | | | | | | | | | | | | | | | | |
| NORTI | | Reporting Person [*] RUMMAN SI <u>P</u> | PACE & MIS | SION | ł | | | | | | | | | | | | | | | | |
| (Last) 1840 CE | NTURY PA | (First) RK EAST | (Middle) | | | | | | | | | | | | | | | | | | |
| (Street) LOS AN | GELES | CA | 90067 | | | | | | | | | | | | | | | | | | |
| (City) | | (State) | (Zip) | | _ | | | | | | | | | | | | | | | | |

Explanation of Responses:

1. Par value \$0.001 per share.

Remarks:

This is one of three Form 4s being filed to accomodate a total of 83 transaction lines reportable in Table I for multiple sale transactions on the event date July 14, 2005.

| <u>John H. Mullan, Corporate</u> | 07/1 |
|----------------------------------|-------------|
| Vice President and Secretary | <u>07/1</u> |
| ** Signature of Reporting Person | Date |

07/15/2005

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Form 4 Joint Filer Information

Name: Address: Address: Designated Filer: Issuer & Ticker Symbol: Date of Event Requiring Statement: By: Northrop Grumman Corporation NOC Date of Event Requiring Statement: Morthrop Grumman Corporation NOC Signature: By: /s/ Kathleen M. Salmas Secretary