

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES EXCHANGE ACT OF
1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE
COMMISSION ONLY (AS PERMITTED BY
RULE 14A-6(E)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

NORTHROP GRUMMAN CORPORATION

(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule
0-11(a)(2) and identify the filing for which the offsetting fee was paid
previously. Identify the previous filing by registration statement number,
or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

[LOGO OF NORTHROP GRUMMAN]

February 13, 1998

Dear Stockholder:

Enclosed is a revised proxy card with respect to the merger of Northrop Grumman with a wholly-owned subsidiary of Lockheed Martin. The previous proxy card you received omitted the box for abstentions. If you have executed a proxy card but now wish to abstain, or change your previous vote in any way, please complete, sign, date and return the enclosed proxy card promptly. If you have not yet voted, please use the enclosed proxy card to cast your vote.

If you wish to vote by facsimile, please use the following fax number: 201-296-4956.

Sincerely yours,

/s/ James C. Johnson

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

PROXY

NORTHROP GRUMMAN

SPECIAL MEETING OF STOCKHOLDERS FEBRUARY 26, 1998

PROXY SOLICITED BY THE BOARD OF DIRECTORS

The undersigned hereby appoints Richard R. Molleur and James C. Johnson, and each of them, proxies of the undersigned, with full power of substitution in each of them, to vote all shares of Common Stock of Northrop Grumman Corporation which the undersigned may be entitled to vote at the Special Meeting of Stockholders to be held at the Los Angeles Airport Marriott Hotel, 5855 West Century Boulevard in Los Angeles, California on February 26, 1998 at 10:00 a.m., and at any adjournments thereof, on the following matter as indicated on the reverse side, with all the powers the undersigned would possess if personally present and voting, as specified below, and in their discretion on any other matters that may properly come before the Special Meeting and as to which discretionary authority is permitted by applicable law. If this card is signed and returned, but no choice is specified, I instruct you to vote this proxy in accordance with the Board of Directors' recommendation FOR the Merger Proposal (as defined below).

1. THE PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER DATED AS OF JULY 2, 1997, AS AMENDED, AMONG NORTHROP GRUMMAN CORPORATION, LOCKHEED MARTIN CORPORATION AND HURRICANE SUB, INC. (THE "MERGER PROPOSAL"); AND
2. SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE SPECIAL MEETING.

PLEASE MARK, DATE AND SIGN THIS PROXY AND RETURN IT PROMPTLY, EVEN IF YOU PLAN TO ATTEND THE SPECIAL MEETING.

(CONTINUED AND TO BE SIGNED ON THE OTHER SIDE)

. FOLD AND DETACH HERE .

THIS PROXY WILL BE VOTED AS DIRECTED.
IF NOT OTHERWISE DIRECTED, THIS PROXY
WILL BE VOTED FOR PROPOSAL 1.

Please mark
your vote as
indicated in [X]
this example

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSAL 1.

Proposal 1--The Merger Proposal	FOR	AGAINST	ABSTAIN
	[]	[]	[]

Signature(s) _____ Dated _____, 1998

Note: Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

. FOLD AND DETACH HERE .

PROXY NORTHROP GRUMMAN

SPECIAL MEETING OF STOCKHOLDERS
FEBRUARY 26, 1998

Just a reminder, the Special Meeting
will be held:

DATE: February 26, 1998
TIME: 10:00 a.m.
LOCATION: Los Angeles Airport
Marriott Hotel
Los Angeles, California

Please return your proxy promptly.

February 13, 1998

Dear Plan Participant:

Enclosed is a revised instruction card with respect to the merger of Northrop Grumman with a wholly-owned subsidiary of Lockheed Martin. The previous instruction card you received omitted the box for abstentions. If you have executed an instruction card but now wish to abstain, or change your previous vote in any way, please complete, sign, date and return the enclosed instruction card promptly. If you have not yet voted, please use the enclosed instruction card to cast your vote.

If you wish to vote by facsimile, please use the following fax number: 201-296-4956.

Sincerely yours,

/s/ James C. Johnson

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

PROXY

NORTHROP GRUMMAN

SPECIAL MEETING OF STOCKHOLDERS FEBRUARY 26, 1998

CONFIDENTIAL INSTRUCTIONS TO BANKERS TRUST COMPANY TRUSTEE FOR THE NORTHROP GRUMMAN SAVINGS AND INVESTMENT PLAN

Receipt of proxy material for the above Special Meeting is acknowledged. I instruct you to vote (in person or by proxy) all shares of Common Stock of Northrop Grumman Corporation held by you for my account under the Plan at the Special Meeting of Stockholders of Northrop Grumman Corporation to be held at the Los Angeles Airport Marriott Hotel, 5855 West Century Boulevard in Los Angeles, California on February 26, 1998 at 10:00 a.m., and at all adjournments thereof, on the following matter as indicated on the reverse side and in your discretion on any other matters that may come before the Special Meeting and as to which discretionary authority is permitted by applicable law. If this card is signed and returned, but no choice is specified, I instruct you to vote this proxy in accordance with the Board of Directors' recommendation FOR the Merger Proposal (as defined below).

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Please mark
your vote as
indicated in [X]
this example

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSAL 1.

	FOR	AGAINST	ABSTAIN
Proposal 1--The Merger Proposal	[]	[]	[]

Signature(s) _____ Dated _____, 1998

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INSTRUCTION CARD NORTHROP GRUMMAN

SPECIAL MEETING OF STOCKHOLDERS
FEBRUARY 26, 1998

Dear Fellow Employee:

Just a reminder, your vote and your investment in Northrop Grumman are very important. Please complete and return your Confidential Instruction Card to the Trustee for tabulation as soon as possible.

Kent Kresa
Chairman, President and
Chief Executive Officer

Please return your proxy promptly.

PROXY

NORTHROP GRUMMAN

SPECIAL MEETING OF STOCKHOLDERS FEBRUARY 26, 1998

CONFIDENTIAL INSTRUCTIONS TO BANKERS TRUST COMPANY TRUSTEE FOR THE NORTHROP
GRUMMAN PEI RETIREMENT SAVINGS PLAN

Receipt of proxy material for the above Special Meeting is acknowledged. I instruct you to vote (in person or by proxy) all shares of Common Stock of Northrop Grumman Corporation held by you for my account under the Plan at the Special Meeting of Stockholders of Northrop Grumman Corporation to be held at the Los Angeles Airport Marriott Hotel, 5855 West Century Boulevard in Los Angeles, California on February 26, 1998 at 10:00 a.m., and at all adjournments thereof, on the following matter as indicated on the reverse side and in your discretion on any other matters that may come before the Special Meeting and as to which discretionary authority is permitted by applicable law. If this card is signed and returned, but no choice is specified, I instruct you to vote this proxy in accordance with the Board of Directors' recommendation FOR the Merger Proposal (as defined below).

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Please mark your
vote as indicated [X]
in this example

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSAL 1.

	FOR	AGAINST	ABSTAIN
Proposal 1--The Merger Proposal	[]	[]	[]

Signature(s) _____ Dated _____ , 1998

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INSTRUCTION CARD NORTHROP GRUMMAN

SPECIAL MEETING OF STOCKHOLDERS
FEBRUARY 26, 1998

Dear Fellow Employee:

Just a reminder, your vote and your investment in Northrop Grumman are very important. Please complete and return your Confidential Instruction Card to the Trustee for tabulation as soon as possible.

Kent Kresa
Chairman, President and
Chief Executive Officer

Please return your proxy promptly.

PROXY

NORTHROP GRUMMAN

SPECIAL MEETING OF STOCKHOLDERS FEBRUARY 26, 1998

CONFIDENTIAL INSTRUCTIONS TO BANKERS TRUST COMPANY TRUSTEE FOR THE NORTHROP GRUMMAN COMMERCIAL AIRCRAFT DIVISION SALARIED SAVINGS AND INVESTMENT PLAN

Receipt of proxy material for the above Special Meeting is acknowledged. I instruct you to vote (in person or by proxy) all shares of Common Stock of Northrop Grumman Corporation held by you for my account under the Plan at the Special Meeting of Stockholders of Northrop Grumman Corporation to be held at the Los Angeles Airport Marriott Hotel, 5855 West Century Boulevard in Los Angeles, California on February 26, 1998 at 10:00 a.m., and at all adjournments thereof, on the following matter as indicated on the reverse side and in your discretion on any other matters that may come before the Special Meeting and as to which discretionary authority is permitted by applicable law. If this card is signed and returned, but no choice is specified, I instruct you to vote this proxy in accordance with the Board of Directors' recommendation FOR the Merger Proposal (as defined below).

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this example

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR PROPOSAL 1.

	FOR	AGAINST	ABSTAIN
Proposal 1--The Merger Proposal	[]	[]	[]

Signature(s) _____ Dated _____ , 1998

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SPECIAL MEETING OF STOCKHOLDERS
FEBRUARY 26, 1998

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Kent Kresa
Chairman, President and
Chief Executive Officer

Please return your proxy promptly.

PROXY

NORTHROP GRUMMAN

SPECIAL MEETING OF STOCKHOLDERS FEBRUARY 26, 1998

CONFIDENTIAL INSTRUCTIONS TO BANKERS TRUST COMPANY TRUSTEE FOR THE NORTHROP GRUMMAN ELECTRONIC SENSORS & SYSTEMS DIVISION SAVINGS PROGRAM

Receipt of proxy material for the above Special Meeting is acknowledged. I instruct you to vote (in person or by proxy) all shares of Common Stock of Northrop Grumman Corporation held by you for my account under the Plan at the Special Meeting of Stockholders of Northrop Grumman Corporation to be held at the Los Angeles Airport Marriott Hotel, 5855 West Century Boulevard in Los Angeles, California on February 26, 1998 at 10:00 a.m., and at all adjournments thereof, on the following matter as indicated on the reverse side and in your discretion on any other matters that may come before the Special Meeting and as to which discretionary authority is permitted by applicable law. If this card is signed and returned, but no choice is specified, I instruct you to vote this proxy in accordance with the Board of Directors' recommendation FOR the Merger Proposal (as defined below).

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	FOR	AGAINST	ABSTAIN
Proposal 1--The Merger Proposal	[]	[]	[]

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SPECIAL MEETING OF STOCKHOLDERS
FEBRUARY 26, 1998

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Chairman, President and
Chief Executive Officer

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