

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. 16  
-----

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. 16 (this "Amendment No. 16") amends and supplements  
the Tender Offer Statement on Schedule TO as initially filed and dated May  
23, 2001 (as previously amended and 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 T0 as Exhibits (a)(4) and (a)(1)(A) thereto.

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 T0.

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

Item 5 is hereby amended and supplemented as follows:

On October 4, 2001, Kent Kresa, Chairman of the Board, President and Chief 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)(T) hereto which is incorporated herein by reference.

ITEM 12      EXHIBITS

Item 12 is hereby amended and supplemented as follows:

(a)(5)(S)    Press Release, dated October 5, 2001.

(a)(5)(T)    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  
at Newport News, dated October 4, 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: October 5, 2001

EXHIBIT INDEX

EXHIBIT  
NUMBER  
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DESCRIPTION  
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- (a)(5)(S) Press Release, dated October 5, 2001.
- (a)(5)(T) 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  
at Newport News, dated October 4, 2001.

NORTHROP GRUMMAN CORPORATION  
Public Information  
1840 Century Park East  
Los Angeles, California 90067-2199  
Telephone: 310-553-6262  
Fax: 310-556-4561

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

FOR IMMEDIATE RELEASE

NORTHROP GRUMMAN TO PURSUE DISCUSSIONS

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WITH NEWPORT NEWS SHIPBUILDING  
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LOS ANGELES - Oct. 5, 2001 - Northrop Grumman Corporation (NYSE: NOC) announced that it is pleased with today's decision by Newport News Shipbuilding's (NYSE: NNS) Board of Directors to pursue discussions with Northrop Grumman regarding the company's previously announced proposed acquisition of Newport News.

Northrop Grumman Corporation is a \$15 billion global aerospace and 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 non-nuclear shipbuilding and systems. With 80,000 employees and operations in 44 states and 25 countries, Northrop Grumman serves U.S. and international military, government and commercial users.

THIS ANNOUNCEMENT IS NEITHER AN OFFER TO PURCHASE NOR A SOLICITATION OF AN OFFER TO SELL SHARES OF NEWPORT NEWS SHIPBUILDING. THE EXCHANGE OFFER STATEMENT (INCLUDING THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND OTHER OFFER DOCUMENTS) FILED BY NORTHROP GRUMMAN WITH THE SEC CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE OFFER. THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND CERTAIN OTHER DOCUMENTS WILL BE MADE AVAILABLE AT NO CHARGE TO ALL STOCKHOLDERS OF NEWPORT NEWS. THE EXCHANGE OFFER STATEMENT (INCLUDING THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND ALL OTHER DOCUMENTS FILED WITH THE SEC) WILL ALSO BE AVAILABLE AT NO CHARGE AT THIS SEC'S WEBSITE AT WWW.SEC.GOV.

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[NORTHROP GRUMMAN LETTERHEAD]

October 4, 2001

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

Dear Bill:

As you are aware, the governmental review process with respect to both our offer and the General Dynamics offer appears to have entered its final stages.

We would like to reaffirm that, as we stated in our letter to you dated May 8, 2001, our offer to acquire Newport News is superior to the General Dynamics transaction. Indeed, we believe that your Board should now deem our offer to be a Superior Proposal as defined in your Merger Agreement, and, accordingly, should promptly provide us with the same information you provided General Dynamics, so that we can be in a position to consummate promptly the best transaction possible for the shareholders of both our companies.

We continue, of course, to be willing 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

Kent Kresa  
Chairman of the Board,  
President and Chief Executive Officer