
FORM 8-A/A

For Registration of Certain Classes of Securities
Pursuant To Section 12(b) or (g) of the
Securities Exchange Act of 1934

Northrop Grumman Corporation

(Exact name of registrant as specified in its charter)

Delaware

95-4840775

(State of incorporation or organization)

(I.R.S. Employer
Identification No.)

1840 Century Park East, Los Angeles, CA

90067

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class registered

Name of each exchange on which
each class is registered

Preferred Share Purchase Rights

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant
to Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A. (c), check the following box.

If this form relates to the registration of a class of securities pursuant
to Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A. (d), check the following box.

Securities Act registration statement file number to which this Form
relates:.....(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

(Title of Class)

This Form 8-A/A amends and supplements the Form 8-A (the "Form 8-A") filed
by Northrop Grumman Corporation (the "Corporation") and dated March 27,
2001 with respect to Preferred Share Purchase Rights.

Item 1. Description of Securities to be Registered.

On August 20, 2003, Northrop Grumman Corporation (the
"Corporation") and EquiServe Trust Company, N.A. (the "Rights Agent")
amended the Rights Agreement (the "Rights Agreement") dated as of January
31, 2001 between the Corporation and the Rights Agent. As a result of the
principal amendment to the Rights Agreement, (i) the Rights to Purchase
Series A Junior Participating Preferred Stock of the Corporation (the
"Rights") which were issued pursuant to the Rights Agreement will expire at
midnight on December 31, 2003 (the "Final Expiration Date") and there no
longer will be a Right associated with each outstanding share of the
Corporation's common stock after the Final Expiration Date, (ii) the Rights
Agreement will expire on the Final Expiration Date, and (iii) no person
will have any rights pursuant to the Rights Agreement or any Right after
the Final Expiration Date. The amendment is set forth in an Amendment to
the Rights Agreement (the "Amendment"). The Rights Agreement and a copy of
the Amendment are filed as exhibits hereto and both are hereby incorporated
by reference.

Item 2. Exhibits.

1 Rights Agreement dated as of January 31, 2001 between the
Northrop Grumman Corporation and EquiServe Trust Company,

N.A., as Rights Agent (incorporated by reference to Exhibit 4.3 to Amendment No. 2 to Form S-4 Registration Statement No. 333-54800 filed March 27, 2001).

- 2 Amendment to the Rights Agreement dated as of January 31, 2001 between the Northrop Grumman Corporation and EquiServe Trust Company, N.A., as Rights Agent (filed herewith).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

NORTHROP GRUMMAN CORPORATION

By /s/ John H. Mullan

Name: John H. Mullan
Title: Corporate Vice President
and Secretary

Date: October 30, 2003

EXHIBIT INDEX

Exhibit

Description

- 1 Rights Agreement dated as of January 31, 2001 between the Northrop Grumman Corporation and EquiServe Trust Company, N.A. as Rights Agent (incorporated by reference to Exhibit 4.3 to Amendment No. 2 to Form S-4 Registration Statement No. 333-54800 filed March 27, 2001).

- 2 Amendment to the Rights Agreement dated as of January 31, 2001 between the Northrop Grumman Corporation and EquiServe Trust Company, N.A. as Rights Agent (filed herewith).

AMENDMENT TO RIGHTS AGREEMENT

Amendment, dated as of August 20, 2003, between Northrop Grumman Corporation (the "Corporation") and EquiServe Trust Company, N.A., as Rights Agent (the "Rights Agent").

W I T N E S S E T H:

WHEREAS, the Corporation and the Rights Agent entered into a Rights Agreement dated as of January 31, 2001 (the "Rights Agreement"); and

WHEREAS, the Board of Directors of the Corporation has determined that it is desirable and in the best interests of the Corporation and its stockholders to amend the Rights Agreement as set forth herein.

NOW, THEREFORE, in consideration of the premises and the mutual agreements set forth herein, the parties hereby agree as follows:

Section 7(a) of the Rights Agreement is hereby amended to substitute the following in place of clause (i):

"(i) at midnight on December 31, 2003 (the "Final Expiration Date")"

Section 21 of the Rights Agreement is hereby amended to add after first sentence ending with "...by first class mail."

"In the event the transfer agency relationship in effect between the Company and the Rights Agent terminates, the Rights Agent will be deemed to resign automatically on the effective date of such termination; and any required notice will be sent by the Company."

Insert new Section 35:

"Notwithstanding anything to the contrary contained herein, Rights Agent shall not be liable for any delays or failures in performance resulting from acts beyond its reasonable control including, without limitation, acts of God, terrorist acts, shortage of supply, breakdowns or malfunctions, interruptions or malfunction of computer facilities, or loss of data due to power failure or mechanical difficulties with information storage or retrieval systems, labor difficulties, war, or civil unrest."

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

NORTHROP GRUMMAN CORPORATION

By /s/ John H. Mullan

Name: John H. Mullan
Title: Corporate Vice President
and Secretary

EQUISERVE TRUST COMPANY, N.A.

By: /s/ Collin Ekeogu

Name: Collin Ekeogu
Title: Director