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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**NORTHROP GRUMMAN CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**3812**  
(Primary Standard Industrial  
Classification Code Number)

**95-4840775**  
(I.R.S. Identification  
Numbers)

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**John H. Mullan**  
Corporate Vice President and Secretary  
1840 Century Park East  
Los Angeles, California 90067  
(310) 553-6262

(Address, including zip code, and telephone number, including area code, of Registrants' principal executive offices)

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**Copies To:**

**Andrew E. Bogen**  
**Peter F. Ziegler**  
**Gibson, Dunn & Crutcher LLP**  
333 South Grand Avenue  
Los Angeles, California 90071-3197  
(213) 229-7000

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**Approximate date of commencement of proposed sale of the securities to the public:** Not applicable.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

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## DEREGISTRATION OF SECURITIES

On March 4, 2002, Northrop Grumman Corporation, a Delaware corporation, filed a registration statement on Form S-4 (file no. 333-83672), as thereafter amended, pursuant to which Northrop Grumman registered 76,382,974 shares of Northrop Grumman common stock in connection with Northrop Grumman's acquisition of TRW Inc., an Ohio Corporation, pursuant to the Agreement and Plan of Merger dated as of June 30, 2002 by and among TRW, Northrop Grumman, and Richmond Acquisition Corp, an Ohio corporation and wholly-owned subsidiary of Northrop Grumman. The merger was consummated on December 11, 2002.

In the merger, each share of TRW common stock and restricted stock and each TRW restricted stock unit was converted into the right to receive 0.5357 of a share of Northrop Grumman common stock, with cash paid in lieu of any fractional shares. All options to acquire TRW common stock were deemed assumed by Northrop Grumman and are exercisable to acquire shares of Northrop Grumman common stock based on the 0.5357 exchange ratio used in the merger. As a result, a maximum of 69,394,649 shares of Northrop Grumman common stock were issued in the merger in exchange for outstanding TRW common stock, restricted stock and restricted stock units, and a maximum of 5,810,231 shares of Northrop Grumman common stock are issuable upon exercise of assumed TRW options.

This Post-Effective Amendment No. 1 to the registration statement on Form S-4 (file no. 333-83672) is being filed pursuant to Rule 478 (a)(4) under the Securities Act of 1933, as amended and the undertakings contained in the registration statement, to deregister 1,178,094 of the shares currently registered under the registration statement. The shares being deregistered will not be issued as a result of the final exchange ratio for the merger and the number of shares of TRW common stock and restricted stock and restricted stock units and options to purchase TRW common stock outstanding at the effective time of the merger.

The terms of the merger are described in greater detail in the joint proxy statement/prospectus dated November 4, 2002 filed as part of the registration statement, as supplemented by the additional disclosure materials dated November 25, 2002, all of which were mailed to Northrop Grumman and TRW stockholders.



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Director

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**John Brooks Slaughter**

\*By:

/s/ JOHN H. MULLAN

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**John H. Mullan**  
**Attorney-in-Fact**