

FILING PURSUANT TO RULE 425 OF THE  
SECURITIES ACT OF 1933, AS AMENDED

FILER: NORTHROP GRUMMAN CORPORATION

SUBJECT COMPANY: TRW INC. (NO. 1-2384)

FILING: REGISTRATION STATEMENT ON FORM S-4  
(REGISTRATION NO. 333-83672)

Northrop Grumman filed a registration statement on Form S-4 (File No. 333-83672) and a tender offer statement on Schedule TO with the Securities and Exchange Commission on March 4, 2002 with respect to its offer to exchange all outstanding shares of TRW Inc. stock for Northrop Grumman common stock. These documents, and any amendments or supplements thereto, contain important information which should be read by TRW Inc. shareholders before making any decision regarding the offer to exchange.

The directors, certain executive officers and other employees and representatives of Northrop Grumman may be deemed to be participants in the solicitation of proxies for the Special Meeting of TRW Inc. Shareholders to be held on May 3, 2002. Northrop Grumman's proxy materials contain important information regarding such potential participants and other matters and should be read by TRW Inc. shareholders.

Copies of any of the foregoing documents may be obtained without charge at the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov) or upon request from D.F. King & Co., Inc., the information agent for Northrop Grumman's offer to exchange, at 800-755-7250.

The following advertisement was placed by Northrop Grumman on May 1, 2002

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# Friday's Vote is Critical

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## Without Approval of the Control Share Acquisition Resolution Our Offer Cannot Proceed Under Ohio Law.

You Mu

We believe a combination of our two companies makes eminent strategic sense. That's why it always has been our goal to seek a negotiated transaction at a fair and full price for TRW.

Check thi

Remember that in the 2-year period ended December 31, 2001 alone, TRW shares declined by almost 25%, and, prior to our offer, had not traded above \$45.50 since September 2000. In contrast, Northrop Grumman shares nearly doubled in that same period.

You should know that TRW has still not provided Northrop Grumman access to non-public information. When TRW shareholders voted last week to request that their Directors provide us with non-public information, we thought, by now, we would be conducting due diligence to understand TRW's real value. We told TRW that Northrop Grumman would agree to participate in any reasonable process the TRW board may establish for the consideration of proposals, including a 75-day standstill agreement, as opposed to the completely inappropriate 3-year standstill TRW continues to insist on. Instead, TRW continues to delay the process and thwart negotiations.

Check this

That's why it's critical you vote "FOR" the Control Share Acquisition resolution at Friday's Special Meeting—to let the process continue!

## Ohio law requires shareholder approval before our offer can legally proceed.

Voting FOR the proposal at the May 3rd meeting DOES NOT OBLIGATE you to accept our offer but maintains your option of exchanging your TRW shares for Northrop Grumman shares. Be sure to complete your vote certification by checking the appropriate box on the back of the BLUE proxy card, so that your vote will be counted properly.

Check this if your shares are "not in" (or your shares be fully coun

## KEEP THE PROCESS GOING. VOTE THE BLUE PROXY CARD "FOR" TODAY.

### IMPORTANT

Your vote is important. Please complete a **BLUE** proxy card, including the certification of eligibility to vote, and sign and return it in time for the Special Meeting, now scheduled for May 3, 2002. If your shares are registered in the name of a broker, only your broker can execute a proxy and vote your shares and only after receiving your specific instructions. Please call the person responsible for your account and direct him or her to execute a **BLUE** proxy on your behalf today.

If you have questions, need assistance voting your shares, or lost your proxy card, please call **D.F. King & Co., Inc.**, which is assisting Northrop Grumman, toll-free at **1-800-755-7250**.

**For additional information, go to [www.voteformoc.com](http://www.voteformoc.com).**

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# **NORTHROP GRUMMAN**