

FILING PURSUANT TO RULE 425 OF THE
SECURITIES ACT OF 1933

FILER: NORTHROP GRUMMAN CORPORATION

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

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

NORTHROP GRUMMAN



Northrop Grumman

Safe Harbor Statement

Certain statements and assumptions in these materials contain or are based on "forward-looking" information and involve risks and uncertainties. Such statements are subject to numerous assumptions and uncertainties, many of which are outside the company's control. These include negotiation and completion of a formal transaction agreement, governmental regulatory processes, the company's ability to successfully integrate the operations of TRW, achieve a successful transaction or other resolution with respect to the TRW automotive sector, assumptions with respect to future revenues, expected program performance and cash flows, the outcome of contingencies including litigation, environmental remediation, divestitures of businesses, the ability to reduce the aggregate amount of debt carried by TRW and the company after giving effect to any mergers, divestitures or other transaction involving the companies and anticipated costs of capital investments. The company's operations are subject to various additional risks and uncertainties resulting from its position as a supplier, either directly or as subcontractor or team member, to the U.S. Government and its agencies as well as to foreign governments and agencies; actual outcomes are dependent upon factors, including, without limitation, the company's successful performance of internal plans; government customers' budgetary restraints; customer changes in short-range and long-range plans; domestic and international competition in both the defense and commercial areas; product performance; continued development and acceptance of new products; performance issues with key suppliers and subcontractors; government import and export policies; acquisition or termination of government contracts; the outcome of political and legal processes; legal, financial, and governmental risks related to international transactions and global needs for military aircraft, military and civilian electronic systems and support and information technology; as well as other economic, political and technological risks and uncertainties and other risk factors set out in the company's filings from time to time with the Securities and Exchange Commission, including, without limitation, the company's reports on Form 10-K and Form 10-Q.

Overview

- Strategy
- Business Portfolio
- Offer to TRW Shareholders



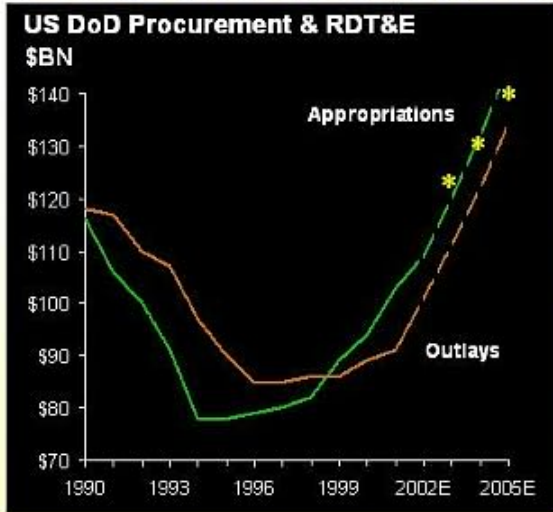
Northrop Grumman Strongly Repositioned

- **Growing Defense Outlook**
- **Purest Defense Play**
- **Best Positioned Portfolio**
- **Premier Systems Integrator**
- **Experienced Management Team**
- **Strong Acquisition Integration Track Record**
- **Solid Financial Performance**
- **Excellent Prospects for 2002 and Beyond**



Focused on Shareholder Value

Strong Defense Sector Outlook



Source: Department of Defense - National Defense Budget

* President's '03 request

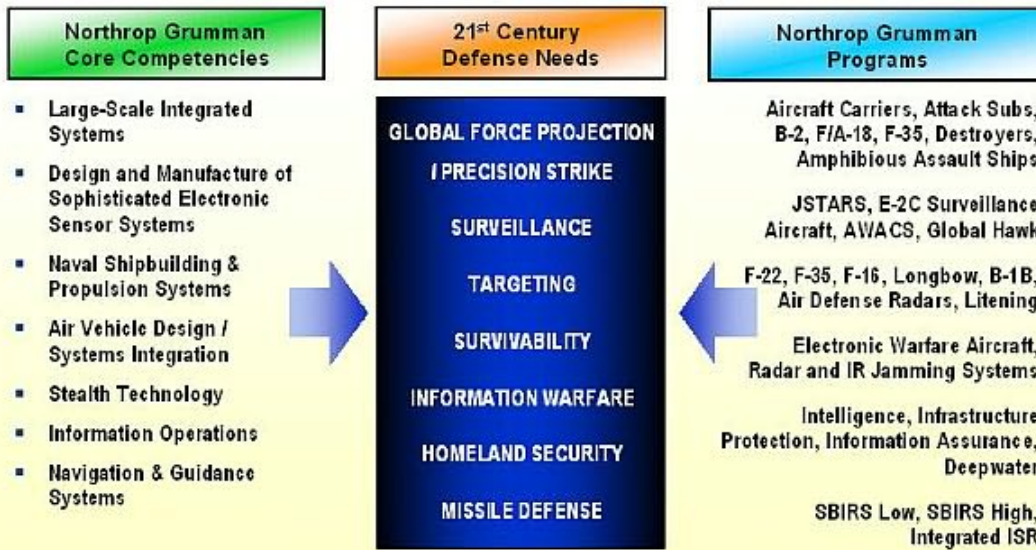
- Transforming Technologies Leading to Changes in Tactics, Training and Organization
- NOC positioned in Key Areas
- 8% - 9% CAGR (2000-2005E) in Appropriations and Outlays

September 11 Impact



- Increased Requirements for Missile Defense, Global Force Projection and Homeland Security
- Budget Allocation for the War on Terrorism Will Be Developing During the Next Year

Precise Alignment With Customer Requirements



The Persistent Strategy

- **Build and Shape a Strategically Focused Portfolio of 'Right-Positioned' Capabilities and Businesses**
- **Rapid Integration of Acquisitions**
- **Leverage Capabilities Across the Company**
- **Constantly Improve Program and Financial Performance**

Managed for Shareholder Value Growth

Proven M&A Track Record

- 15 acquisitions integrated since 1994
- Revenue growth from \$5 billion to ~\$18 billion (2002 Estimated)
- Sold under-performing businesses
- Surpassed cost savings, synergy and debt reduction targets
- On schedule to achieve \$250 million annual cost reductions from Litton acquisition by 2004
- Targeting \$200 million annual cost reductions from Newport News

Focus on Strategic Vision and Value

Mergers & Acquisitions – Strategy & Value Driven

- 1994** ♦ Grumman Corporation (Integrated Systems)
♦ Vought Aircraft (Aerostructures)

- 1996** ♦ Westinghouse Electronic Systems Group (Electronics)

- 1997** ♦ Allied – sold (Truck Bodies)
♦ Logicon (Information Technology)

- 1998** ♦ INRI (Information Technology)

- 1999** ♦ California Microwave (Electronics)
♦ Data Procurement Corporation (Information Technology)
♦ Ryan Aeronautical (Integrated Unmanned Systems)

- 2000** ♦ Comptek (Information Technology)
♦ Sterling (Information Technology)
♦ Federal Data (Information Technology)
♦ Navia (Electronics)
♦ Aerostructures – sold

- 2001** ♦ Litton Industries (Electronics, Information Technology, Ships)
♦ Newport News (Ships)
♦ EIS of Aerojet (Electronics)

Integration Report Card

- **Litton**
 - Management integration complete
 - Final sector stand-ups complete
 - Facilities/cost reductions on track
 - Internal systems (2 – 3 years)
- **Aerojet**
 - Management integration complete
- **Newport News**
 - Management integration complete
 - Final sector stand-up March 2002
 - Cost savings being identified
 - Internal systems (2 – 3 years)
- **Cross-sector Lean Manufacturing Initiatives Implemented**



All Integration Activities are Ahead of Schedule

2001 Was a Transforming Year

- Established Northrop Grumman as Top-Tier Defense Enterprise
- Completed Three Strategic Acquisitions
- Became World's Largest Shipbuilder & #2 IT Supplier to the Federal Government and #1 Airborne Radar Provider
- Products Excelling in Operation Enduring Freedom
- Key Senior Management Appointments
- Joint Strike Fighter and Other Major Wins
- Achieved Strong Financial Performance

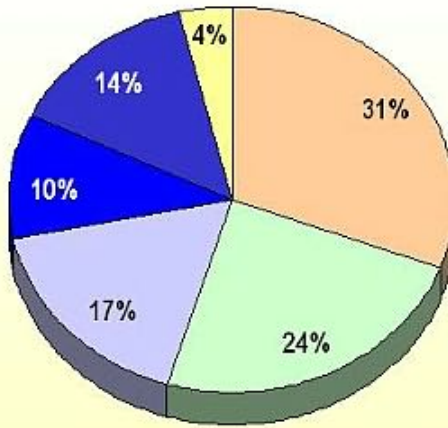
Right Place at the Right Time

Strategy-Driven Transformation

\$5.4B - 1993



~\$18B - 2002E



- Electronic Systems
- Information Technology
- Integrated Systems
- Ship Systems
- Newport News
- Component Technologies

Major Programs and Markets

Electronic Systems

- ◆ F-16
- ◆ F-22
- ◆ F-35
- ◆ BAT
- ◆ LAIRCM
- ◆ SBIRS High/Low
- ◆ Avionics
- ◆ Eurofighter
- ◆ Surveillance Radars

Information Technology

- ◆ DoD
- ◆ Intelligence Agencies
 - NSA
 - NRO
- ◆ Civil / Federal
- ◆ State / Local
- ◆ Commercial

Integrated Systems

- ◆ F-18
- ◆ F-35
- ◆ Joint STARS
- ◆ E-2C Hawkeye
- ◆ B-2
- ◆ Global Hawk
- ◆ EA-6B / ICAP III

Ship Systems/ Newport News

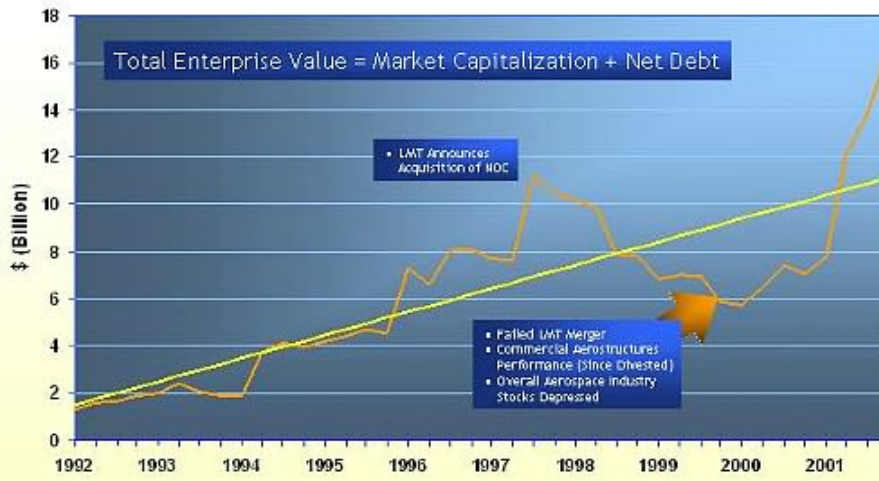
- ◆ CVN
- ◆ SSN
- ◆ DDG
- ◆ LHD
- ◆ LPD
- ◆ TAK/R
- ◆ Polar Tankers

Component Technologies

- ◆ Telecom
- ◆ Computers
- ◆ Industrial



Strategy Has Grown Enterprise Value



Northrop Grumman & TRW – Advancing Technology's Edge

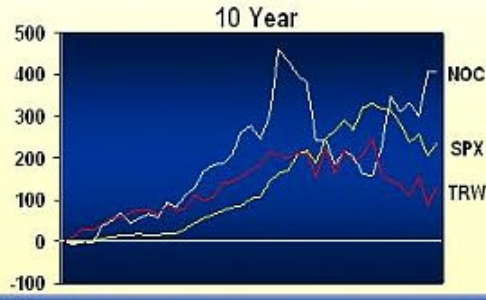
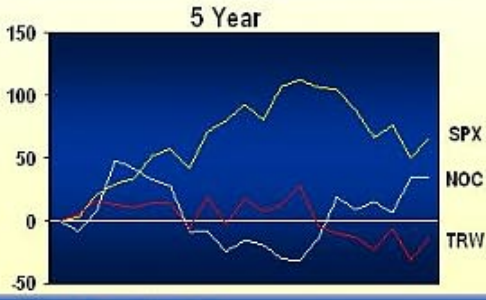
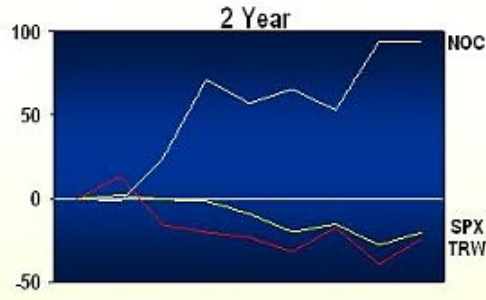
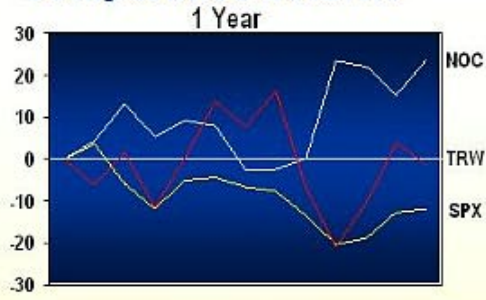
- **TRW Strengths**
 - Spacecraft Systems – Principal Added Capability
 - Electronic Communications Systems
 - High Energy Lasers
 - Information Technology and Architecture
- **Benefits of Combination**
 - Strong Contributor to Satellite Systems and Missile Defense
 - Stronger Electronics Capabilities
 - Complementary IT Strengths
 - Stronger Competitor to Lockheed Martin, Boeing, Raytheon, BAE Systems, EADS
- **Straightforward Integration – Initially a Separate Sector**
- **\$26 - \$27 Billion 2003 Estimated Sales**

Offer to TRW Shareholders

- **\$47 in Value per Share**
- **Collar between \$103 and \$113**
- **Special Meeting of Shareholders – April 22, 2002**
 - Vote to Allow Tender to Proceed – Not a Tender of Stock
 - “Yes” to NOC Proposals Keeps Process Alive
- **Filed Lawsuit Challenging Elements of Ohio Anti-takeover Law**
 - Interests of Shareholders Compromised While Insulating BoD/Mgt
- **Sell or Spin Automotive Business**
- **NOC Debt-to-Total Cap below 40% at Year-End**
- **Based on Available Data, Offer is Firm**
- **Welcome Opportunity to Conduct Due Diligence**

Comparative Returns

— NOC — TRW — SPX Index



Summary

- **Successfully Executed Strategic Transformation**
- **Managed for Shareholder Value**
- **TRW Rounds Out Portfolio and Benefits Shareholders**
- **Willing to Pay Full and Fair Value, but No More**
- **Need TRW Shareholder Support**



The directors, certain executive officers and other employees and representatives of Northrop Grumman may be deemed to be participants in the solicitation of proxies of TRW shareholders in connection with shareholder proposals relating to the proposed acquisition of TRW to be brought before meetings of TRW shareholders. Information concerning such potential participants will be set forth in Northrop Grumman's proxy materials relating to such shareholder meetings when they become available, and copies will be available at no charge at the SEC's website at WWW.SEC.GOV.

These materials constitute neither an offer to purchase nor a solicitation of an offer to sell shares of TRW Inc. The exchange offer documents (including the Prospectus, the related letters of transmittal and other exchange offer documents, including any amendments or supplements thereto) as well as any related proxy materials filed by Northrop Grumman with the SEC contain important information that should be read carefully before any decision is made with respect to the exchange offer or the voting of TRW shares. These exchange offer documents and proxy materials will be made available at no charge to all TRW stockholders. These exchange offer documents and proxy materials also will be available at no charge at the SEC's website at WWW.SEC.GOV.