SCHEDULE TO

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
Of the Securities Exchange Act of 1934
(Amendment No. _____)

COMPTEK RESEARCH, INC.

Northrop Grumman Corporation, a Delaware Corporation

Common Stock, $.02 par value

204682

NORTHROP GRUMMAN CORPORATION
1840 Century Park East
Los Angeles, CA   9007
Attn: John H. Mullan, Esq.
Secretary (310) 201-3081

Calculation of Filing Fee

Transaction valuation*   Amount of filing fee
Not applicable   None

*Set forth the amount on which the filing fee is calculated and
                state how it was determined.

| | Check the box if any part of the fee is offset as provided by
     Rule 0-11(a)(2) and identify the filing with which the offsetting
     fee was previously paid. Identify the previous filing by
     registration statement number, or the Form or Schedule and the
     date of its filing.

                Amount Previously Paid: ----------------------

                Form or Registration No.---------------------

                Filing Party: --------------------------------

                Date Filed: ----------------------------------

|x| 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:

|X| third-party tender offer subject to Rule 14d-1.

| | issuer tender offer subject to Rule 13c-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: | |

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.

Pursuant to General Instruction D to Schedule TO, no signature is required.