

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE TO  
(RULE 14D-100)  
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
Amendment No. 22  
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NEWPORT NEWS SHIPBUILDING INC.  
(Name of Subject Company (Issuer))  
-----

NORTHROP GRUMMAN CORPORATION  
(Names of Filing Persons (identifying status as offeror,  
issuer or other person))  
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COMMON STOCK, PAR VALUE, \$0.01 PER SHARE  
(including associated Rights)  
(Title of Class of Securities)  
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652228107  
(CUSIP Number of Class of Securities)  
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JOHN H. MULLAN  
NORTHROP GRUMMAN CORPORATION  
CORPORATE VICE PRESIDENT AND SECRETARY  
1840 CENTURY PARK EAST  
LOS ANGELES, CALIFORNIA 90067  
(301) 553-6262

(Name, address, and telephone number of person authorized  
to receive notices and communications on behalf of filing persons)

WITH A COPY TO:  
STEPHEN FRAIDIN  
FRIED, FRANK, HARRIS, SHRIVER & JACOBSON  
ONE NEW YORK PLAZA  
NEW YORK, NEW YORK 10004-1980  
(212) 859-8000  
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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:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-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:

This Amendment No. 22 (this "Amendment No. 22") amends and supplements  
the Tender Offer Statement on Schedule TO as initially filed and dated May  
23, 2001 (as previously amended and amended hereby, the "Schedule TO")  
filed by NORTHROP GRUMMAN CORPORATION, a Delaware corporation ("Northrop  
Grumman") relating to the offer (the "Offer") by Northrop Grumman to issue,  
upon the terms and subject to the conditions set forth herein and in the  
related letter of election and transmittal, shares of common stock, par  
value \$1.00 per share (the "Northrop Grumman Shares") designed to have a  
value of \$67.50 per share or pay \$67.50 per share in cash (subject to the  
election and proration procedures and limitations in the Prospectus

(defined below) and related letter of election and transmittal) for each outstanding share of common stock, par value \$0.01 per share (the "Common Stock") of NEWPORT NEWS SHIPBUILDING INC., a Delaware corporation ("Newport News") including the associated Series A participating cumulative preferred stock purchase rights issued pursuant to the Newport News stockholder protection rights agreement (the "Rights" and together with the Common Stock, the "Newport News Shares").

Northrop Grumman has filed a registration statement with the Securities and Exchange Commission on Form S-4, relating to the Northrop Grumman Shares to be issued to stockholders of Newport News in connection with the tender offer, as set forth in the prospectus which is a part of the registration statement (the "Prospectus"), and the related letter of election and transmittal, which were annexed to the Schedule TO as Exhibits (a)(4) and (a)(1)(A) thereto.

All of the information in the Prospectus and the related letter of election and transmittal, and any prospectus supplement or other supplement thereto related to the offer hereafter filed with the Securities and Exchange Commission by Northrop Grumman, is hereby incorporated by reference in answer to items 2 through 11 of the Schedule TO.

ITEM 12. EXHIBITS

Item 12 is hereby amended and supplemented as follows:

(a)(5)(Z) Press Release, dated November 2, 2001.

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.

NORTHROP GRUMMAN CORPORATION

By: /s/ John H. Mullan  
-----  
John H. Mullan  
Corporate Vice President and Secretary

Dated: November 5, 2001

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
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(a)(5)(Z)	Press Release, dated November 2, 2001.
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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) (443) 994-1489  
Gaston Kent (Investors) (310) 201-3423

FOR IMMEDIATE RELEASE

DEPARTMENT OF JUSTICE CLEARS NORTHROP GRUMMAN  
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OFFER TO ACQUIRE NEWPORT NEWS SHIPBUILDING  
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Transaction to Create Fully Capable, Fully Competitive  
Nuclear and Non-Nuclear Shipbuilder

LOS ANGELES - Nov. 2, 2001 - Northrop Grumman Corporation (NYSE: NOC) stated that it was informed today that the Department of Justice had closed its investigation of the company's previously announced proposal to acquire Newport News Shipbuilding Inc. (NYSE: NNS), thereby allowing the company to proceed with the acquisition of Newport News Shipbuilding of Newport News, Va.

Kent Kresa, Northrop Grumman chairman and chief executive officer, stated, "We are very pleased with the action taken today by the Department of Justice. We believe a combination of Northrop Grumman and Newport News Shipbuilding will serve the best interests of our shareholders, employees and customers as it continues to provide competition in an industry vital to the security and defense of our nation. With Newport News, we will create a world-class, fully capable shipbuilding enterprise with expertise in every class of nuclear and non-nuclear vessels," he added.

Northrop Grumman Corporation is a \$15 billion, global aerospace and defense company with its worldwide headquarters in Los Angeles. Northrop Grumman provides technologically advanced, innovative products, services and solutions in defense and commercial electronics, systems integration, information technology and non-nuclear shipbuilding and systems. With 80,000 employees and operations in 44 states and 25 countries, Northrop Grumman serves U.S. and international military, government and commercial customers.

THIS ANNOUNCEMENT IS NEITHER AN OFFER TO PURCHASE NOR A SOLICITATION OF AN OFFER TO SELL SHARES OF NEWPORT NEWS SHIPBUILDING. THE EXCHANGE OFFER STATEMENT (INCLUDING THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND OTHER OFFER DOCUMENTS) FILED BY NORTHROP GRUMMAN WITH THE SEC CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE OFFER. THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND CERTAIN OTHER DOCUMENTS WILL BE MADE AVAILABLE AT NO CHARGE TO ALL STOCKHOLDERS OF NEWPORT NEWS. THE EXCHANGE OFFER STATEMENT (INCLUDING THE PROSPECTUS, THE RELATED LETTER OF ELECTION AND TRANSMITTAL AND ALL OTHER DOCUMENTS FILED WITH THE SEC) WILL ALSO BE AVAILABLE AT NO CHARGE AT THE SEC'S WEBSITE AT WWW.SEC.GOV.  
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Members of the news media may receive our releases via e-mail by registering at: [http://www.northgrum.com/cgi-bin/regist\\_form.cgi](http://www.northgrum.com/cgi-bin/regist_form.cgi)  
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LEARN MORE ABOUT US: Northrop Grumman news releases, product information, photos and video clips are available on the Internet at <http://www.northopgrumman.com>