

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

NORTHROP GRUMMAN CORPORATION

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

666807102

(CUSIP Number)

Check the following box if a fee is being paid with this statement / /. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

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U.S. Trust Co., National Association as Trustee for Northrop Grumman
Corp. Master Trust Fund Tax Id. 95-4311476

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

(2) Check the Appropriate Box if a Member (a) / /
of a Group* (b) / /

(3) SEC Use Only

(4) Citizenship or Place of Organization
515 S. Flower St. #2800 Los Angeles, CA 90071

Number of Shares (5) Sole Voting Power
Beneficially 4,125,187
Owned by

Each Reporting (6) Shared Voting Power
Person With:

(7) Sole Dispositive Power
4,125,187

(8) Shared Dispositive Power

(9) Aggregate Amount Beneficially Owned by Each Reporting Person
4,125,187

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See
Instructions) / /

(11) Percent of Class Represented by Amount in Row (9)
6%

(12) Type of Reporting Person*
E.P.

* SEE INSTRUCTIONS BEFORE FILLING OUT!

- (a) Name of Issuer
Northrop Grumman Corp.

- (b) Address of Issuer's Principal Executive Offices
2301 W. 120th St. Torrance, CA 90250

ITEM 2.

- (a) Name of Person Filing
U.S. Trust Co., National Association

- (b) Address of Principal Business Office or, if none, Residence
515 S. Flower St. #2800 Los Angeles, CA 90071

- (c) Citizenship
California USA

- (d) Title of Class of Securities
Common Stock

- (e) CUSIP Number
666807102

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR
13d-2(b), CHECK WHETHER THE PERSON FILING IS A:

- (a) / / Broker or dealer registered under Section 15 of the Act
- (b) / / Bank as defined in section 3(a)(6) of the Act
- (c) / / Insurance Company as defined in section 3(a)(19) of the Act
- (d) / / Investment Company registered under section 8 of the Investment
Company Act
- (e) / / Investment Adviser registered under Section 203 of the
Investment Advisers Act of 1940
- (f) /X/ Employee Benefit Plan. Pension Fund which is subject to the
provisions of the Employee Retirement Income Security Act of 1974
or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)
- (g) / / Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(0)
(Note: See Item 7)
- (h) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(H).

ITEM 4. OWNERSHIP

(a) Amount beneficially owned:
4,125,187

(b) Percent of class:
6%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote
4,125,187

(ii) Shared power to vote or to direct the vote

(iii) Sole power to dispose or to direct the disposition of
4,125,187

(iv) Shared power to dispose or to direct the disposition of

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. / /

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable 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.

2/2/99

Date

/s/ ROBERT S. CUMMINGS, SR.

Signature

Robert S. Cummings, Sr. V.P.

Name/Title