

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 SEC on March 4, 2002 with respect to its offer to exchange all outstanding shares of TRW capital stock for Northrop Grumman stock. These documents contain important information. TRW shareholders should read these documents and any amendments or supplements thereto before making any decision regarding the offer to exchange. Copies of such documents may be obtained without charge at the SEC's website at www.sec.gov or from D.F. King & Co., Inc. the information agent for the offer to exchange, at 800-755-7250.

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 2002 Annual Meeting of TRW Shareholders and a Special Meeting of TRW Shareholders to be held on April 24, 2002 and April 22, 2002, respectively. Northrop Grumman has filed proxy materials for these shareholder meetings which contain information regarding such potential participants. Northrop Grumman's proxy materials contain important information and should be read by TRW shareholders. These proxy materials and any amendments thereto may be obtained at no charge at the SEC's website at www.sec.gov as they become available.

The following advertisement was placed by Northrop Grumman on April 18, 2002.

TRW Shareholders:

KEEP THE PRESSURE ON

NOW YOUR VOTE ON APRIL 22ND IS MORE IMPORTANT THAN EVER!

Two months after Northrop Grumman's exchange offer proposal, TRW has FINALLY said "TRW would anticipate sharing non-public information with interested parties."

The question now is: Will this lead to a meaningful exchange of information and negotiations, or will TRW's board continue to drag its feet?

KEEP THE PRESSURE ON!

Remember, your vote **FOR** the Control Share Acquisition proposal on April 22nd does not commit you to tender your shares. It only keeps open the opportunity for you to decide for yourself whether you wish to do so.

As we have said repeatedly, continuation of Northrop Grumman's offer requires a favorable outcome from the April 22nd meeting.

By voting the **BLUE** proxy card **FOR** the Control Share Acquisition proposal, you can send a strong message to your board that you want the opportunity to consider Northrop Grumman's offer.

NORTHROP GRUMMAN



IMPORTANT

Your vote is important. Please sign, date and promptly mail your **BLUE** proxy with a completed certification of eligibility in time for TRW's April 22 special meeting. Please also sign and return a **GREEN** proxy card in connection with TRW's April 24 annual meeting of shareholders. 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 **BLUE** and **GREEN** proxies 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.

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 April 22, 2002 and the 2002 Annual Meeting of TRW Inc. Shareholders to be held on April 24, 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 or upon request from D.F. King & Co., Inc., the information agent for Northrop Grumman's offer to exchange, at 800-755-7250.