

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

(Mark One)

(X) ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended December 31, 2002

OR

() TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 1-12385

A. Full title of the plan and address of the plan, if different from
that of the issuer named below:

NEWPORT NEWS SHIPBUILDING INC.
401(k) INVESTMENT PLAN FOR SALARIED EMPLOYEES

B. Name of issuer of the securities held pursuant to the plan and the
address of its principal executive office:

NORTHROP GRUMMAN CORPORATION
1840 Century Park East
Los Angeles, California 90067

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of
1934, the trustees (or other persons who administer the employee benefit plan)
have duly caused this annual report to be signed on its behalf by the
undersigned hereunto duly authorized.

NEWPORT NEWS SHIPBUILDING INC.
401(k) INVESTMENT PLAN FOR SALARIED EMPLOYEES

Dated: June 30, 2003 /s/ J. Michael Hateley

By _____
J. Michael Hateley

Chairman, Administrative Committee

NEWPORT NEWS SHIPBUILDING INC.
401(k) INVESTMENT PLAN FOR SALARIED EMPLOYEES

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2002 and 2001	2
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2002	3
Notes to Financial Statements	4-7
SUPPLEMENTAL SCHEDULE	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2002	8

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of the
Newport News Shipbuilding Inc.
401(k) Investment Plan for Salaried Employees:

We have audited the accompanying statements of net assets available for benefits of the Newport News Shipbuilding Inc. 401(k) Investment Plan for Salaried Employees (the "Plan") as of December 31, 2002 and 2001, and the related statement of changes in net assets available for benefits for the year ended December 31, 2002. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements referred to above, present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2002 and 2001, and the changes in its net assets available for benefits for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2002, is presented for purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. Such supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic 2002 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP

DELOITTE & TOUCHE LLP

June 23, 2003
Richmond, Virginia

NEWPORT NEWS SHIPBUILDING INC.
401(k) INVESTMENT PLAN FOR SALARIED EMPLOYEES

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2002 AND 2001

	2002	2001
ASSETS		
Cash	\$ 230,509	\$ 1,159,534
Investments, at fair market value:		
Common stock	88,787,527	164,437,268
Common/collective trust funds	450,467,435	385,656,208
Mutual funds	173,724,565	200,932,348
Other assets	-	29,156,819
Participant loans	36,059,761	33,260,829
	-----	-----
Total investments	749,039,288	813,443,472
	-----	-----
Receivables:		
Employer contributions	652,144	1,109,509
Participants contributions	1,607,002	1,344,030
	-----	-----
Total receivables	2,259,146	2,453,539
	-----	-----
NET ASSETS AVAILABLE FOR BENEFITS	\$751,528,943	\$817,056,545
	=====	=====

See accompanying notes to financial statements.

NEWPORT NEWS SHIPBUILDING INC.
401(k) INVESTMENT PLAN FOR SALARIED EMPLOYEES

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2002

	2002
INVESTMENT LOSS:	
Net depreciation in fair value of investments	\$ (87,481,511)
Interest	2,648,981
Dividends	10,674,706

Total investment loss	(74,157,824)

CONTRIBUTIONS:	
Employer	15,831,882
Participants	37,950,757

Total contributions	53,782,639

DEDUCTIONS:	
Benefits paid to participants	44,600,086
Administrative expenses	48,584
Other deductions	503,747

Total deductions	45,152,417

NET DECREASE	(65,527,602)

NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	817,056,545

End of year	\$ 751,528,943
	=====

See accompanying notes to financial statements

NEWPORT NEWS SHIPBUILDING INC.
401(k) INVESTMENT PLAN FOR SALARIED EMPLOYEES

NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2002 AND 2001

1. DESCRIPTION OF THE PLAN

The following description of the Newport News 401(k) Investment Plan for Salaried Employees (the "Plan") provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General--The Plan was adopted by Newport News Shipbuilding Inc. (the "Company" or "NNS"), effective December 16, 1996. On November 7, 2001 the Company was acquired by and became a wholly-owned subsidiary of Northrop Grumman Corporation.

The Plan is a defined contribution 401(k) plan that provides for tax-deferred savings and employer contributions to participants. The Company and Merrill Lynch Trust Co. (the "Trustee") have executed the Newport News Shipbuilding Inc. 401(k) Investment Plan for Salaried Employees Trust Agreement, which provides for the investment and reinvestment of the assets of the Plan.

The Plan is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Eligibility and Contributions--All salaried employees are eligible to participate in the Plan as soon as administratively feasible. Approximately one week after receipt of their first paycheck, employees may contact the Trustee to enroll in the Plan. Participants may elect to voluntarily contribute a percentage of their annual before-tax compensation, not to exceed limitations imposed by the Internal Revenue Code ("IRC"), through equal pay period deductions. Participant contributions can range from 1% to 30% of annual compensation (20% of annual compensation maximum from January 1, 2002 through July 31, 2002). The Company will provide a matching contribution equal to 50% of the first 8% plus 25% of the next 4% of compensation deferred under the Plan, resulting in a maximum of 5% for Company matched contributions.

Participant Accounts--Each participant's account is credited with the participant's contribution, an allocation of the Plan's earnings or losses and Company matching contributions each pay period. Allocations are based on the participant's account balance, as defined in the plan document.

Vesting and Forfeitures--Participants are vested in Company matching contributions after completing two years of Company service. Forfeited contributions are applied to reduce future Company matching contributions.

Payment of Benefits--Upon termination of employment, including layoff, distributions to participants are generally made via single lump sum payments. Participants whose account balances exceed \$5,000 have the right to defer the distribution of their account balances until they reach the age of 70 1/2 .

Investment Options--Upon enrollment in the Plan, participants may direct their contributions in 1% increments in any of the 18 investment funds that are selected by the Committee, as follows:

Common Stock--Northrop Grumman Fund Employee Stock Ownership Plan ("ESOP").

Common/Collective Trust--U.S. Bond Index Fund, Equity Index Fund, LifePath Income Fund, LifePath 2010 Fund, LifePath 2020 Fund, LifePath 2030 Fund, LifePath 2040 Fund, Money Market Fund, Merrill Lynch Retirement Preservation Fund.

Mutual Funds--The Managers' Special Equity Fund, State Street Research International Fund, State Street Aurora Fund, Fidelity Growth Company Fund, Putnam New Opportunities Fund, Templeton Foreign Fund, Van Kampen Growth and Income Fund, and Van Kampen Equity and Income Fund.

Loans to Participants--A participant may borrow up to the lesser of 50% of his or her account balance or \$50,000 of his or her vested account balance, with a minimum loan amount of \$1,000. Loans are repayable through payroll deductions for a period no longer than 5 years. Interest on loans to participants is charged at a rate of prime (rate of interest charged by commercial banks on loans to preferred customers) plus 1%. The interest rates at December 31, 2002 and 2001, were 5.25% and 5.8%, respectively.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting--The accompanying financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates--The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risk and Uncertainties--The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition--In the accompanying statements of net assets available for plan benefits, the Plan's investments are stated at fair value. Quoted market prices are used to determine the fair value of the investments. Notes receivable from participants are valued at cost, which approximates fair value.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Expenses--Administrative expenses of the Plan are paid by either the Plan or the Plan's sponsor as provided in the Plan document.

Payment of Benefits--Benefit payments are recorded when paid.

3. INVESTMENTS

The fair market value of individual investments that represent greater than 5% of the Plan's net assets are as follows as of December 31:

2002 2001
Newport News
Shipbuilding
Inc. Common
Stock \$ - \$
82,136,810
Northrop
Grumman
Corporation
Common Stock
88,696,895
82,300,459
Money Market
Fund -
292,490,942
Fidelity
Growth
Company Fund
69,105,360
103,332,434
Putnam New
Opportunities
Fund
47,526,359
66,053,066
Equity Index
Fund
45,726,617
56,795,956
Merrill
Lynch
Retirement
Preservation
Fund
357,622,160
-

During 2002, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value as follows:

	2002
Common Stock	\$ (5,175,320)
Mutual Funds	(67,327,561)
Collective Funds	(14,978,630)

Net Depreciation	\$ (87,481,511)
	=====

4. TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter, dated July 9, 2002, that the Plan and related trust were designed in accordance with applicable regulations of the IRC. The Plan has been amended since receiving the IRS' determination letter; however, the Company and the plan administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

5. PLAN TERMINATION

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, participants would become 100% vested in their accounts.

6. PARTY-IN-INTEREST TRANSACTIONS

Since Northrop Grumman's common stock is an investment held by the Plan,

investments in this common stock represented transactions with parties-in-interest. Certain plan investments are shares of collective funds managed by the Trustee. Therefore, transactions with these investments qualify as transactions with parties-in-interest.

7. CONVERSION OF COMPANY COMMON STOCK

As a result of the merger of the Company with and into Northrop Grumman, the Plan converted investments in NNS common stock to Northrop Grumman common stock. Participants were given the opportunity to exchange all their NNS shares for either \$67.50 per share in cash or 0.7193 shares of Northrop Grumman common stock, subject to adjustment. This conversion occurred through a tender offer expiring on November 29, 2001 and a subsequent surrendering of NNS shares by participants in exchange for \$67.50 per share in cash or 0.7193 shares of Northrop Grumman common stock. During a final conversion in 2002, all shares that had not been tendered resulted in the participants receiving \$51.14 in cash and 0.1743 shares of Northrop Grumman common stock for each share of NNS common stock.

8. ELIMINATION OF INVESTMENT OPTIONS

During the year ended December 31, 2001 the Plan notified participants that it would eliminate the investment options related to former affiliates of the Company. Participants were provided with the option to redirect their balances in these investment options to other investment options provided for under the Plan. On January 2, 2002, all remaining investments related to former affiliates were liquidated and the proceeds were invested in money market funds.

Fund
 357,622,160
 The
 Managers'
 Special
 Equity Fund
 Mutual Fund
 Shares
 269,939
 State Street
 Research
 International
 Fund Mutual
 Fund Shares
 1,097,787
 State Street
 Aurora Fund
 Mutual Fund
 Shares
 25,630,912
 Van Kampen
 Growth and
 Income Fund
 Mutual Fund
 Shares
 12,389,492
 Van Kampen
 Equity and
 Income Fund
 Mutual Fund
 Shares
 4,354,075
 Putnam New
 Opportunities
 Fund Mutual
 Fund Shares
 47,526,359
 Templeton
 Foreign Fund
 Mutual Fund
 Shares
 13,350,639
 Fidelity
 Growth
 Company Fund
 Mutual Fund
 Shares
 69,105,360
 Northrop
 Grumman
 Common
 Stock*
 Common Stock
 Shares
 88,696,895
 Northrop
 Grumman Fund
 ESOP* Common
 Stock Shares
 90,633
 Participant
 Loans
 (interest
 rates varied
 from 5.25%
 to 5.8%
 during
 2002)*
 Participant
 Loans
 36,059,761 -

 Total assets
 held for
 investment
 purposes \$
 749,039,288
 =====

* Represents
 a party-in-
 interest

EXHIBIT INDEX

Exhibit No. -----	Document -----
23	Independent Auditors' Consent
99.1	Certification pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.2	Certification pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Registration Statement (No. 333-100180) of Northrop Grumman Corporation on Form S-8 of our report dated June 23, 2003, appearing in this annual report on Form 11-K of the Newport News Shipbuilding Inc. 401(k) Investment Plan for Salaried Employees for the year ended December 31, 2002.

/s/ Deloitte & Touche LLP

DELOITTE & TOUCHE LLP

Richmond, Virginia
June 23, 2003

CERTIFICATION PURSUANT TO SECTION 906 FOR NEWPORT NEWS
SHIPBUILDING INC. 401(k) INVESTMENT PLAN FOR SALARIED EMPLOYEES

Exhibit

Additional Exhibit under Item 99 of Item 601(b) of Regulation S-K accompanying this Report on Form 11-K pursuant to Interim Guidance in Securities and Exchange Commission Release No. 34-47551 et al. and not deemed filed herewith:

Certification of the Chairman, Administrative Committee of the Newport News Shipbuilding Inc. 401(k) Investment Plan for Salaried Employees furnished in connection with its Annual Report on Form 11-K for the year ended December 31, 2002 pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of the Newport News Shipbuilding Inc. 401(k) Investment Plan for Salaried Employees (the "Plan") on Form 11-K for the year ended December 31, 2002, as filed with the Securities and Exchange Commission on June 30, 2003, (the "Report"), I, J. Michael Hateley, Chairman of the Administrative Committee of the Plan, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

/s/ J. Michael Hateley

J. Michael Hateley
Chairman, Administrative Committee

A signed original of this written statement required by Section 906 has been provided to the Administrative Committee of the Plan and will be retained by the Administrative Committee of the Plan and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION PURSUANT TO SECTION 906 FOR NEWPORT NEWS
SHIPBUILDING INC. 401(k) INVESTMENT PLAN FOR SALARIED EMPLOYEES

Exhibit

Additional Exhibit under Item 99 of Item 601(b) of Regulation S-K accompanying this Report on Form 11-K pursuant to Interim Guidance in Securities and Exchange Commission Release No. 34-47551 et al. and not deemed filed herewith:

Certification of a Member, Administrative Committee of the Newport News Shipbuilding Inc. 401(k) Investment Plan for Salaried Employees furnished in connection with its Annual Report on Form 11-K for the year ended December 31, 2002 pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of the Newport News Shipbuilding Inc. 401(k) Investment Plan for Salaried Employees (the "Plan") on Form 11-K for the year ended December 31, 2002, as filed with the Securities and Exchange Commission on June 30, 2003, (the "Report"), I, Gary W. McKenzie, a Member of the Administrative Committee of the Plan, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.

/s/ Gary W. McKenzie

Gary W. McKenzie
Member, Administrative Committee

A signed original of this written statement required by Section 906 has been provided to the Administrative Committee of the Plan and will be retained by the Administrative Committee of the Plan and furnished to the Securities and Exchange Commission or its staff upon request.