

REGISTRATION NO. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NORTHROP GRUMMAN CORPORATION
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

95-4840775
(I.R.S. Employer
Identification No.)

1840 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067
(310) 553-6262
(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive offices)

JOHN H. MULLAN, ESQ., CORPORATE VICE PRESIDENT AND SECRETARY
NORTHROP GRUMMAN CORPORATION
1840 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067
(310) 553-6262
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES TO:
John D. Hussey, Esq.
Sheppard, Mullin, Richter & Hampton LLP
333 South Hope Street, 48th Floor
Los Angeles, California 90071
(213) 620-1780

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC:
AS SOON AS PRACTICABLE AFTER THIS REGISTRATION STATEMENT BECOMES EFFECTIVE

If the only securities being registered on this Form are being offered pursuant
to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or reinvestment plans, please check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-71290

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)(2)	PROPOSED MAXIMUM OFFERING PRICE PER UNIT (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1) (2)	AMOUNT OF REGISTRATION FEE
Debt Securities, Preferred Stock, \$1.00 par value, Common Stock, \$1.00 par value (3)(4), Warrants to Purchase Debt Securities, Warrants to Purchase Equity Securities, Stock Purchase Contracts and Purchase Units of Northrop Grumman Corporation			\$400,000,000	\$100,000
Capital Securities of Northrop Grumman Corporation	(5)	(5)	(5)	None

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- (1) In no event will the aggregate initial offering price of the Debt Securities, Preferred Stock, Common Stock, Warrants to Purchase Debt Securities, Warrants to Purchase Equity Securities, Stock Purchase Contracts and Stock Purchase Units issued under this Registration Statement exceed \$400,000,000 or, if any securities are in any foreign currency units, the U.S. dollar equivalent of \$400,000,000, and if any securities are issued at original issue discount, such greater amount as shall result in an aggregate offering price not to exceed \$400,000,000.
- (2) Not applicable pursuant to General Instruction II D to Form S-3.
- (3) Includes Preferred Share Purchase Rights ("Rights"). Prior to the occurrence of certain events, the Rights will not be exercisable or evidenced separately from the Common Stock.
- (4) The aggregate amount of Common Stock registered hereunder is limited to that which is permissible under Rule 415(a)(4) of the Securities Act.
- (5) In addition to any Preferred Stock or Common Stock that may be issued directly under this Registration Statement, there are being registered hereunder an indeterminate number of shares of Preferred Stock or Common Stock as may be issued upon conversion or exchange of Debt Securities or Preferred Stock, as the case may be. No separate consideration will be received for any shares of Preferred Stock or Common Stock so issued upon

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by Northrop Grumman Corporation with the Securities and Exchange Commission. This Registration Statement hereby incorporates in its entirety by reference the contents of the Registration Statement on Form S-3 (No. 333-71290)

CERTIFICATION

Northrop Grumman hereby certifies to the Commission that it has instructed its bank to pay the Commission the filing fee of \$100,000 for the additional securities being registered hereby as soon as practicable (but in any event no later than the close of business on November 16, 2001); that it will not revoke such instructions; that it has sufficient funds in the relevant account to cover the amount of the filing fee; and that it undertakes to confirm receipt of such instructions by the bank by no later than November 16, 2001.

EXHIBITS

- 5-1 Opinion of Sheppard, Mullin, Richter & Hampton LLP.
- 15-1 Letter from independent accountants regarding unaudited interim accounting information.
- 23-1 Consent of Deloitte & Touche LLP with respect to Northrop Grumman.
- 23-2 Consent of Deloitte & Touche LLP with respect to Litton.
- 23-3 Consent of Arthur Andersen LLP with respect to Newport News.
- 23-4 Consent of Sheppard, Mullin, Richter & Hampton LLP (included in Exhibit 5-1).
- 24-1 Power of Attorney (filed as Exhibit 24 to Registration Statement No. 333-71290).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on this 15th day of November, 2001.

NORTHROP GRUMMAN CORPORATION

By: /s/ John H. Mullan

John H. Mullan

Corporate Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in their capacities and on the dates indicated.

Signature -----	Title -----	Date -----
* ----- Kent Kresa	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	November 15, 2001
* ----- Ronald D. Sugar	President, Chief Operating Officer and Director	November 15, 2001
* ----- Richard B. Waugh, Jr.	Corporate Vice President and Chief Financial Officer (Principal Financial Officer)	November 15, 2001
* ----- Sandra J. Wright	Corporate Vice President and Controller (Principal Accounting Officer)	November 15, 2001
* ----- John T. Chain, Jr.	Director	November 15, 2001
* ----- Lewis W. Coleman	Director	November 15, 2001
* ----- Vic Fazio	Director	November 15, 2001
* ----- Phillip Frost	Director	November 15, 2001
* ----- Charles A. Larson	Director	November 15, 2001
----- Jay H. Nussbaum	Director	November 15, 2001
* ----- Aulana L. Peters	Director	November 15, 2001

*

Director

November 15, 2001

John Brooks Slaughter

* By: /s/ John H. Mullan

John H. Mullan
Attorney-in-Fact

EXHIBIT INDEX

EXHIBIT
NUMBER

DESCRIPTION

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SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

November 15, 2001

Northrop Grumman Corporation
1840 Century Park East
Los Angeles, California 90067

Re: Northrop Grumman Corporation - Registration Statement on Form S-3

Dear Ladies and Gentlemen:

We have acted as counsel for Northrop Grumman Corporation, a Delaware corporation (the "Company", in connection with the /registration under the Securities Act of 1933, as amended (the "Act"), of \$400,000,000 aggregate principal amount of the Company's senior and subordinated debt securities (collectively, the "Debt Securities"); warrants to purchase Debt Securities ("Debt Warrants"); preferred stock, par value \$1.00 per share ("Preferred Stock"); common stock, par value \$1.00 per share ("Common Stock"); warrants to purchase shares of Common Stock, Preferred Stock or other securities ("Equity Warrants"); stock purchase contracts (the "Stock Purchase Contracts") and stock purchase units (the "Stock Purchase Units"). The Debt Securities, Debt Warrants, Preferred Stock, Common Stock, Equity Warrants, Stock Purchase Contracts and Stock Purchase Units are herein referred to collectively as the "Securities". The Securities may be issued from time to time by the Company after the registration statement to which this opinion is an exhibit (the "Registration Statement") becomes effective. The terms used herein, unless otherwise defined, have the meanings assigned to them in the Registration Statement.

We have examined such documents as we have considered necessary for purposes of this opinion, including (i) the form of Senior Indenture between the Company and The Chase Manhattan Bank, as trustee (the "Senior Indenture"), (ii) the form of Subordinated Indenture between the Company and The Chase Manhattan Bank, as trustee (the "Subordinated Indenture"), (iii) the amended Certificate of Incorporation and By-Laws of the Company, (iv) the forms of debt warrant agreement and equity warrant agreement (the "Warrant Agreements"), each between the Company and one or more warrant agents (each, a "Warrant Agent") relating to the Debt Warrants of the Equity Warrants, as the case may be, and such other documents and matters of law as we have deemed necessary in connection with the opinions hereinafter expressed. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic originals of all documents submitted to us as certified copies or photocopies. In rendering the opinions expressed below, we have relied on factual representations by Company officials and statements of fact contained in the documents we have examined.

On the basis of the foregoing and having regard for legal considerations we deem relevant, we are of the opinion that:

(1) The Company has been duly incorporated and is an existing corporation in good standing under the laws of the State of Delaware.

(2) Upon the taking of appropriate corporate action by the Company; the effectiveness of the Registration Statement under the Act; the qualification of the Senior Indenture or the Subordinated Indenture, as the case may be, under the Trust Indenture Act of 1939; the compliance with the "blue sky" laws of certain states; the due execution and delivery by the parties thereto of (a) the Senior Indenture and Subordinated Indenture and each amendment of or supplement thereto, as the case may be (each such Indenture, as so amended or supplemented, being referred to as an "Indenture", and the Trustee under any Indenture being referred to as a "Trustee") and (b) a Warrant Agreement relating to Debt Warrants, and each amendment of or supplement thereto (each such Warrant Agreement, as so amended or supplemented, being referred to as a "Debt Warrant Agreement"), assuming that the relevant Indenture and Debt Warrant Agreement are consistent with the forms thereof filed as exhibits to the Registration Statement; and the due execution of the Debt Securities and the Debt Warrants on behalf of the Company, the Debt Securities and the Debt Warrants will be duly and validly authorized and, when the Debt Securities are duly authenticated by the relevant Trustee and the Debt Warrants are duly authenticated by the relevant Warrant Agent and sold and delivered at the price and in accordance with the terms set forth in the Registration Statement and the supplement or supplements to the relevant Prospectus included therein, the Debt Securities and the Debt Warrants will be valid and binding obligations of the Company, entitled to the benefits of the relevant Indenture and Debt Warrant Agreement, except as such enforceability may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting creditors' rights generally and subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

(3) Upon the taking of appropriate corporate action by the Company and its shareholders, including the approval of the terms of any class or series of Securities; the effectiveness of the Registration Statement under the Act; the due execution and delivery by the parties thereto of a Warrant Agreement relating to Equity Warrants, and each amendment thereof or supplement thereto (each such Warrant Agreement, as so amended or supplemented, being referred to as an "Equity Warrant Agreement"), assuming that the relevant Equity Warrant Agreement is consistent with the form thereof filed as an exhibit to the Registration Statement and the due execution of the Equity Warrants on behalf of the Company, the Equity Warrants will be duly and validly authorized and, when duly authenticated by the relevant Warrant Agent and sold and delivered at the price and in accordance with the terms set forth in the Registration Statement and the supplement or supplements to the relevant Prospectus included therein, the Common Stock and the Preferred Stock will be validly issued, fully paid and nonassessable and the Equity Warrants will be valid and binding obligations of the Company, entitled to the benefits of the Equity Warrant Agreement except as such enforceability may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting creditors' rights generally and

subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

(4) The Stock Purchase Contracts, when (i) the underwriting or similar agreement relating to the Stock Purchase Contracts has been duly authorized, executed and delivered by the parties thereto, (ii) the board of directors of the Company or a duly authorized committee thereof has taken all necessary corporate action to approve and establish the terms of the Stock Purchase Contracts and to authorize and approve the issuance thereof and (iii) the Stock Purchase Contracts have been delivered and paid for by the purchasers thereof, the Stock Purchase Contracts will constitute valid and binding obligations of the Company enforceable against the Company in accordance with their terms, except as such enforceability may be limited by bankruptcy, insolvency, reorganization, moratorium or other similar laws affecting creditors' rights generally and subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

(5) The Stock Purchase Units, when (i) the underwriting or similar agreement for the Stock Purchase units has been duly authorized, executed and delivered by the parties thereof, (ii) the board of directors of the Company or a duly authorized committee thereof has taken all necessary corporate action to approve and establish the terms of the Stock Purchase Units and to authorize and approve the issuance thereof and (iii) the Stock Purchase Units have been delivered and paid for by the purchasers thereof, the Stock Purchase Units will be validity issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption "Validity of the Debt and Equity Securities" in the Prospectus. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Sheppard, Mullin, Richter & Hampton LLP

LETTER FROM INDEPENDENT ACCOUNTANTS REGARDING UNAUDITED INTERIM FINANCIAL
INFORMATION

November 16, 2001
Northrop Grumman Corporation
Los Angeles, California

We have made a review, in accordance with standards established by the American Institute of Certified Public Accountants, of the unaudited interim financial information of Northrop Grumman Corporation and subsidiaries for the periods ended March 31, 2001, June 30, 2001 and September 30, 2001 and of Northrop Grumman Systems Corporation (formerly Northrop Grumman Corporation) and subsidiaries for the periods ended March 31, 2000, June 30, 2000 and September 30, 2000, as indicated in our reports dated May 10, 2001, July 25, 2001 and November 5, 2001; because we did not perform an audit, we expressed no opinion on that information.

We are aware that our reports referred to above, which were included in Northrop Grumman Corporation's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2001, June 30, 2001 and September 30, 2001, are being incorporated by reference in this Registration Statement.

We also are aware that the aforementioned reports, pursuant to Rule 436(c) under the Securities Act of 1933, are not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

Deloitte & Touche LLP
Los Angeles, California

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Northrop Grumman Corporation on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933, which Registration Statement incorporates by reference the Registration Statement of Northrop Grumman Corporation on Form S-3 (No. 333-71290), of our report dated January 24, 2001, except for the subsequent events footnote, as to which the date is March 1, 2001, appearing in the Annual Report on Form 10K/A of Northrop Grumman Systems Corporation (formerly Northrop Grumman Corporation) for the year ended December 31, 2000 and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

Deloitte & Touche LLP
Los Angeles, California
November 16, 2001

INDEPENDENT AUDITOR'S CONSENT

We consent to the incorporation by reference in this Registration Statement of Northrop Grumman Corporation on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933, which Registration Statement incorporates by reference the Registration Statement of Northrop Grumman Corporation on Form S-3 (No. 333-71290), of our report dated October 10, 2000, appearing in the Annual Report on Form 10-K of Litton Industries, Inc. for the year ended July 31, 2000 and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

Deloitte & Touche LLP
Los Angeles, California
November 16, 2001

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we consent to the incorporation by reference in this Registration Statement of Northrop Grumman Corporation on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933, which incorporates by reference the Registration Statement of Northrop Grumman Corporation on Form S-3 (No. 333-71290), of our reports dated February 2, 2001, appearing in the Annual Report on Form 10-K of Newport News Shipbuilding Inc. for the year ended December 31, 2000 and to the reference to us under the heading "Experts" in the Prospectus Supplements with respect to Common Stock and Equity Security Units, which are a part of the Registration Statement.

Arthur Andersen LLP
Vienna, Virginia
November 15, 2001