

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K  
(Amendment No. 1)

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

Annual report pursuant to Section 15 (d) of the Securities  
Exchange Act of 1934 (No fee required)

For the period ended December 31, 1999.

OR

Transition report pursuant to SECTION 15 (d) of the Securities Exchange Act  
of 1934 (No fee required)

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-3229

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

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.  
Logicon, Inc.  
3701 Skypark Drive  
Torrance, California 90505

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

The undersigned hereby amends the Statements of Income and Changes in Plan  
Equity of its Annual Report on Form 11-K filed with the Commission on March 30,  
2000 to read as follows:

-1-

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.

STATEMENTS OF INCOME AND CHANGES IN PLAN EQUITY  
YEARS ENDED DECEMBER 31, 1999 (LIQUIDATION BASIS), 1998 AND 1997

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	1999	1998	1997
ADDITIONS:			
Investment income:			
Dividend income	\$ 338,590	\$ 331,321	\$ 256,332
Interest income	19,574	16,836	18,864
Net realized and unrealized appreciation in market value of Logicon, Inc. common stock			13,199,447
Net realized and unrealized (depreciation) appreciation in market value of Northrop			

Grumman Corporation common stock	(5,021,276)	(7,694,223)	230,946
Contributions by participants	6,344,164	6,072,697	5,460,278
Contributions by Logicon, Inc., net of participant forfeitures of \$291,010, \$754,405 and \$783,459	2,938,668	2,169,065	1,846,696
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	4,619,720	895,696	21,012,563
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DEDUCTIONS:			
Participant withdrawals	1,713,240	3,317,793	2,564,383
Distributions to participants	5,079,685	10,626,339	5,431,944
Distributions of dividends and interest	237,772	232,968	203,268
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	7,030,697	14,177,100	8,199,595
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DISTRIBUTIONS TO PARTICIPANTS UPON PLAN TERMINATION (Note 5)	15,909,805		
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(DECREASE) INCREASE IN PLAN EQUITY	(18,320,782)	(13,281,404)	12,812,968
PLAN EQUITY:			
Beginning of period	18,320,782	31,602,186	18,789,218
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End of period	\$ -	\$ 18,320,782	\$ 31,602,186
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See notes to financial statements.

SIGNATURES

Pursuant to the requirements of the Securities 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.

EMPLOYEES' STOCK PURCHASE PLAN OF LOGICON, INC.

/s/ Steve Movius

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By Steve Movius  
Chief Financial Officer

Dated: April 5, 2000

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INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Registration Statement No. 333-34717 of Northrop Grumman Corporation on Form S-8 of our report dated March 30, 2000, appearing in this Annual Report on Form 11-K/A of the Employees' Stock Purchase Plan of Logicon, Inc., for the year ended December 31, 1999.

/s/ Deloitte & Touche LLP

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Deloitte & Touche LLP  
Los Angeles, California  
April 5, 2000