

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1

(AMENDMENT NO. 1)

TENDER OFFER STATEMENT PURSUANT TO SECTION
14(D)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

GRUMMAN CORPORATION

(NAME OF SUBJECT COMPANY)

NORTHROP ACQUISITION, INC.

(BIDDER)

Common Stock, \$1.00 par value per share
(Including the Associated Rights)

(TITLE OF CLASS OF SECURITIES)

40018110

(CUSIP NUMBER OF CLASS OF SECURITIES)

Richard R. Molleur, Esq.
Northrop Corporation
1840 Century Park East
Los Angeles, CA 90067
(310) 553-6262

COPY TO:

Karen E. Bertero, Esq.
Gibson, Dunn & Crutcher
333 South Grand Avenue
Los Angeles, CA 90071
(213) 229-7000

(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDER)

CALCULATION OF FILING FEE

TRANSACTION VALUATION*

\$2,104,030,800.00

AMOUNT OF FILING FEE**

\$420,806.16

* For purposes of calculating fee only. Assumes purchase of 35,067,180 shares of Common Stock, \$1.00 par value per share, of Grumman Corporation at \$60.00 per share.

** 1/50th of 1% of Transaction valuation.

[] CHECK BOX IF ANY PART OF THE FEE IS OFFSET AS PROVIDED BY RULE 0-11(A)(2) AND IDENTIFY THE FILING WITH WHICH THE OFFSETTING FEE WAS PREVIOUSLY PAID. IDENTIFY THE PREVIOUS FILING BY REGISTRATION STATEMENT NUMBER, OR THE FORM OR SCHEDULE AND THE DATE OF ITS FILING.

Amount previously paid: Not Applicable Filing party: Not Applicable

Form or registration no.: Not Applicable Date filed: Not Applicable

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule 14D-1, dated March 14, 1994 (the "Schedule 14D-1"), of Northrop Acquisition, Inc. (the "Purchaser") and Northrop Corporation ("Northrop") filed in connection with the Purchaser's offer to purchase all of the outstanding shares of Common Stock, par value \$1.00 per share, of Grumman Corporation, a New York corporation (the "Company"), and the associated preferred stock purchase rights, as set forth in the Schedule 14D-1.

ITEM 3. PAST CONTACTS, TRANSACTIONS OR NEGOTIATIONS WITH THE SUBJECT COMPANY.

On March 14, 1994, Northrop received a letter from the Company, a copy of which is attached hereto as Exhibit (c)(3) and incorporated herein by reference in its entirety, and Northrop sent a letter to the Company, a copy of which is attached hereto as Exhibit (c)(4) and incorporated herein by reference in its entirety.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(c)(3) Letter dated March 14, 1994 from the Company to Northrop.

(c)(4) Letter dated March 14, 1994 from Northrop to the Company.

SIGNATURE

After due 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.

Dated: March 15, 1994

NORTHROP CORPORATION

/s/ Richard R. Molleur

Name: Richard R. Molleur
Title: Corporate Vice President

NORTHROP ACQUISITION, INC.

/s/ Richard R. Molleur

Name: Richard R. Molleur
Title: Vice President and Secretary

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----	SEQUENTIALLY NUMBERED PAGE -----
(c)(3)	Letter dated March 14, 1994 from the Company to Northrop.	
(c)(4)	Letter dated March 14, 1994 from Northrop to the Company.	

[LETTERHEAD OF GRUMMAN CORPORATION]

March 14, 1994

Mr. Kent Kresa
Chairman of the Board, President
and Chief Executive Officer
Northrop Corporation
1840 Century Park East
Los Angeles, California 90057

Dear Kent:

Pursuant to the request set forth in your letter to me dated March 10, 1994, this will advise you that Grumman Corporation will provide to Northrop Corporation, pursuant to the confidentiality agreement between us, substantially the same non-public information concerning Grumman that was furnished to Martin Marietta Corporation.

Sincerely,

/s/ J. ROBERT ANDERSON
J. Robert Anderson

cc: Martin Marietta Corporation
6801 Rockledge Drive
Bethesda, Maryland 16817
Attention: General Counsel

Chairman of the Board
President and
Chief Executive Officer

March 14, 1994

Mr. J. R. Anderson
Vice Chairman and Chief Financial Officer
Grumman Corporation
1111 Stewart Avenue
Bethpage, NY 11714-3580

Dear Bob:

Thank you for your letter of March 14, in which you state that Grumman Corporation is prepared to make available to Northrop "pursuant to the confidentiality agreement between us" substantially the same information that was furnished to Martin Marietta.

As disclosed in the Northrop tender offer, dated March 14, 1994 (at p.34), it is Northrop's position that the confidentiality agreement may not be enforced to prohibit or prevent Northrop's tender offer or the purchase of Grumman shares pursuant thereto. We wish to be clear that Northrop's receipt of confidential information from Grumman should not be construed as a waiver or change of this position.

We look forward to continuing to hold discussions on a constructive and friendly basis.

Sincerely,

/s/ KENT KRESA

Kent Kresa

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