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NORTHROP GRUMMAN CORP /DE/

Form S-8

August 07, 2003

As filed with the Securities and Exchange Commission on August 7, 2003

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
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
(Address, Including Zip Code, of Principal Executive Offices)

NORTHROP GRUMMAN CORPORATION 2001 LONG-TERM INCENTIVE STOCK PLAN
(Full Title of the Plan)

John H. Mullan, Esq.
Corporate Vice President, Secretary and Associate General Counsel
Northrop Grumman Corporation
1840 Century Park East
Los Angeles, California 90067
(310) 553-6262
(Name, Address and Telephone Number, Including Area Code, of Agent For
Service)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of | Amount To Be Registered | Proposed Maximum Offering Price | Proposed Maximum Aggregate | Amount of Registration |
|---------------------------|----------------------------|---------------------------------------|----------------------------------|---------------------------|
|---------------------------|----------------------------|---------------------------------------|----------------------------------|---------------------------|

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| Securities To Be Registered | | Per Share | Offering Price | Fee |
|---|-----------------------------|-------------|-------------------|------------------|
| Common Stock, par value \$1.00 per share (1)(2) | 17,000,000 shares (1)(2) | \$90.66 (3) | \$141,220,000 (3) | \$124,684.70 (3) |

- (1) Each share of Common Stock, par value \$1.00 per share, of Northrop Grumman Corporation (the "Company") is accompanied by a preferred share purchase right ("Right") issuable pursuant to the Company's Rights Agreement dated January 31, 2001.
- (2) This Registration Statement covers, in addition to the number of shares of Common Stock stated above, options and other rights to purchase or acquire the shares of Common Stock covered by the Prospectus and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), an additional indeterminate number of shares, options and rights which by reason of certain events specified in the Northrop Grumman Corporation 2001 Long-Term Incentive Stock Plan (the "Plan"), may become subject to the Plan.
- (3) Pursuant to Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on August 6, 2003, as reported on the New York Stock Exchange.

-2-

REGISTRATION OF ADDITIONAL SECURITIES

In accordance with General Instruction E of Form S-8, Northrop Grumman Corporation (the "Registrant") is registering additional shares of common stock pursuant to the Northrop Grumman Corporation 2001 Long-Term Stock Incentive Plan (the "Plan"). The Registrant currently has an effective registration statement filed on Form S-8 relating to the Plan which registered securities of the same class as those being registered herewith filed with the Securities and Exchange Commission on August 10, 2001. The Registrant incorporates by reference that registration statement on Form S-8 (File No. 333-67266), which is made a part hereof.

On March 19, 2003, the Board of Directors of the Registrant authorized an amendment to the Plan to increase the number of shares of Common Stock covered by the Plan to 25,000,000. This amendment was approved by the shareholders of the Registrant at its annual meeting on May 21, 2003. 8,000,000 shares that were previously authorized to be issued under the Plan were registered in the prior registration statement. This registration statement registers the additional 17,000,000 shares authorized to be issued under the Plan.

-3-

EXHIBITS

| Exhibit Number ----- | Description of Exhibit ----- |
|----------------------------|---|
| 4.1 | Northrop Grumman Corporation 2001 Long-Term Incentive Stock Plan, as amended (incorporated by reference to Exhibit B to the Definitive Proxy Statement filed April 4, 2003). |
| 4.2 | Restated Certificate of Incorporation of Northrop Grumman Corporation (incorporated by reference to Exhibit C to the Definitive Proxy Statement filed April 4, 2003). |
| 4.3 | Certificate of Designations, Preferences and Rights of Series B Preferred Stock of Northrop Grumman Corporation (incorporated by reference to Exhibit C to the Definitive Proxy Statement filed April 13, 2001). |
| 4.4 | Bylaws of Northrop Grumman Corporation (incorporated by reference to Exhibit 3.B to the Form 10-K filed March 24, 2003). |
| 4.5 | Rights Agreement dated as of January 31, 2001 between Northrop Grumman Corporation and EquiServe Trust Company, N.A. (incorporated by reference to Exhibit 4.3 to Amendment No. 2 to Form S-4 Registration Statement No. 333-54800 filed March 27, 2001). |
| 5 | Opinion of John H. Mullan, Esq. regarding the validity of the securities being registered. |
| 15 | Letter from Independent Accountants Regarding Unaudited Interim Financial Information. |
| 23.1 | Consent of Deloitte & Touche LLP. |
| 23.2 | Consent of John H. Mullan, Esq. (included in Exhibit 5). |
| 24 | Power of Attorney. |

-4-

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 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 August 6, 2003.

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NORTHROP GRUMMAN CORPORATION

By: /s/ John H. Mullan

 John H. Mullan
 Corporate Vice President,
 Secretary and Associate General Counsel

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

| Signature ----- | Title ----- | Date ---- |
|-------------------------------------|---|----------------|
| * ----- Ronald D. Sugar | President, Chief Executive Officer and Director (Principal Executive Officer) | August 6, 2003 |
| * ----- Richard B. Waugh, Jr. | Corporate Vice President and Chief Financial Officer (Principal Financial Officer) | August 6, 2003 |
| * ----- Sandra J. Wright | Corporate Vice President and Controller (Principal Accounting Officer) | August 6, 2003 |
| * ----- Kent Kresa | Chairman of the Board | August 6, 2003 |
| * ----- John T. Chain, Jr. | Director | August 6, 2003 |
| * ----- Lewis W. Coleman | Director | August 6, 2003 |
| * ----- Vic Fazio | Director | August 6, 2003 |
| * ----- Phillip Frost | Director | August 6, 2003 |

-5-

| | | |
|---------------------------------|----------|----------------|
| * ----- Charles R. Larson | Director | August 6, 2003 |
| * ----- Charles H. Noski | Director | August 6, 2003 |

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* Director August 6, 2003

Jay R. Nussbaum

* Director August 6, 2003

Philip A. Odeen

* Director August 6, 2003

Aulana L. Peters

* Director August 6, 2003

John Brooks Slaughter

* By: /s/ John H. Mullan

John H. Mullan,
Attorney-in-Fact
August 6, 2003

-6-

EXHIBIT INDEX

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Form S-4 Registration Statement No. 333-54800 filed March 27, 2001).

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