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TRW INC  
Form 425  
April 22, 2002

FILING PURSUANT TO RULE 425 OF THE  
SECURITIES ACT OF 1933, AS AMENDED

FILER: NORTHROP GRUMMAN CORPORATION

SUBJECT COMPANY: TRW INC. (NO 1-2384)

FILING: REGISTRATION STATEMENT ON FORM S-4  
(REGISTRATION NO. 333-83672)

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NEWS NORTHROP GRUMMAN

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For Immediate Release

NORTHROP GRUMMAN RESPONDS TO  
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TRW'S CONFIDENTIALITY AGREEMENT  
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LOS ANGELES -- April 22, 2002 -- Northrop Grumman Corporation (NYSE:  
NOC) announced today that it received a confidentiality agreement from TRW Inc.  
on April 18 and released the following statement in response.

"Northrop Grumman wants to achieve a negotiated transaction with TRW.  
This is not possible unless we are able to conduct an effective due diligence.  
The proposed confidentiality agreement contains so-called 'standstill' and other  
provisions having nothing to do with confidentiality. These onerous restrictions  
do not serve the interests of achieving effective negotiations between Northrop  
Grumman and TRW and, as a result, do not serve the interests of TRW  
shareholders.

"Northrop Grumman urges the TRW shareholders to send the message that  
they expect the TRW board of directors to follow through on what it said it  
would do."

Northrop Grumman Corporation is an \$18 billion, global defense company  
with its worldwide headquarters in Los Angeles. Northrop Grumman provides  
technologically advanced, innovative products, services and solutions in defense  
and commercial electronics, systems integration, information technology and  
nuclear and non-nuclear shipbuilding and systems. With nearly 100,000 employees  
and operations in 44 states and 25 countries, Northrop Grumman serves U.S. and  
international military, government and commercial customers.

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Northrop Grumman filed a registration statement on Form S-4 (File No. 333-83672) and a tender offer statement on Schedule TO with the Securities and Exchange Commission on March 4, 2002 with respect to its offer to exchange all outstanding shares of TRW Inc. stock for Northrop Grumman common stock. These documents, and any amendments or supplements thereto, contain important information which should be read by TRW Inc. shareholders before making any decision regarding the offer to exchange.

The directors, certain executive officers and other employees and representatives of Northrop Grumman may be deemed to be participants in the solicitation of proxies for the Special Meeting of TRW Inc. Shareholders to be held on May 3, 2002 and the 2002 Annual Meeting of TRW Inc. Shareholders to be held on April 24, 2002. Northrop Grumman's proxy materials contain important information regarding such potential participants and other matters and should be read by TRW Inc. shareholders.

Copies of any of the foregoing documents may be obtained without charge at the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov) or upon request from D.F. King & Co., Inc., the information agent for Northrop Grumman's offer to exchange, at 800-755-7250.

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