

NORTHROP GRUMMAN CORP /DE/
Form SC 13D/A
February 14, 2002

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Northrop Grumman Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

666807 10 2

(CUSIP Number)

Thomas P. Hyatte
Unitrin, Inc.
One East Wacker Drive
Chicago, IL 60601
(312) 661-4520

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 11, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 666807 10 2

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Unitrin, Inc.
95-4255452

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) []
(b) []

3. SEC Use Only

4. Source of Funds (See Instructions)
N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)
or 2(e) []

6. Citizenship or Place of Organization
Delaware

| | |
|--|---|
| | 7. Sole Voting Power 1,617,140 |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8. Shared Voting Power 7,665,281 |
| | 9. Sole Dispositive Power 1,617,140 |
| | 10. Shared Dispositive Power 7,665,281 |

11. Aggregate Amount Beneficially Owned by Each Reporting Person
9,282,421

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13. Percent of Class Represented by Amount in Row (11)
9.36%

14. Type of Reporting Person (See Instructions)
HC, CO

CUSIP No. 666807 10 2

-
1. Names of Reporting Persons.
 I.R.S. Identification Nos. of above persons (entities only).

 Trinity Universal Insurance Company
 75-0620550
-
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) []
 (b) []
-
3. SEC Use Only
-
4. Source of Funds (See Instructions)
 N/A
-
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)
 or 2(e) []
-
6. Citizenship or Place of Organization
 Texas
-
- | | | |
|--------------|------------------------------|-----------|
| | 7. Sole Voting Power | 0 |
| Number of | 8. Shared Voting Power | 4,329,189 |
| Shares | | |
| Beneficially | 9. Sole Dispositive Power | 0 |
| Owned by | | |
| Each | 10. Shared Dispositive Power | 4,329,189 |
| Reporting | | |
| Person | | |
| With | | |
-
11. Aggregate Amount Beneficially Owned by Each Reporting Person
 4,329,189
-
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
 (See Instructions) []
-
13. Percent of Class Represented by Amount in Row (11)
 4.36%
-
14. Type of Reporting Person (See Instructions)
 IC, CO
-

CUSIP No. 666807 10 2

-
1. Names of Reporting Persons.
 I.R.S. Identification Nos. of above persons (entities only).

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United Insurance Company of America
36-1896670

-
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) []
(b) []
-
3. SEC Use Only
-
4. Source of Funds (See Instructions)
N/A
-
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d)
or 2(e) []
-
6. Citizenship or Place of Organization
Illinois
-
- | | |
|--------------|------------------------------|
| | 7. Sole Voting Power |
| | 0 |
| Number of | ----- |
| Shares | 8. Shared Voting Power |
| Beneficially | 3,336,092 |
| Owned by | ----- |
| Each | 9. Sole Dispositive Power |
| Reporting | 0 |
| Person | ----- |
| With | 10. Shared Dispositive Power |
| | 3,336,092 |
-
11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,336,092
-
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []
-
13. Percent of Class Represented by Amount in Row (11)
3.36%
-
14. Type of Reporting Person (See Instructions)
IC, CO

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Amendment No. 2 to Schedule 13D

This Amendment No. 2 amends and supplements the Schedule 13D originally filed by Unitrin, Inc., Trinity Universal Insurance Company and United Insurance Company of America, dated April 3, 2001, as amended by Amendment No. 1 thereto, dated May 18, 2001. Terms used herein and not otherwise defined have the meanings given such terms in the original Schedule 13D, dated April 3, 2001.

Item 1. Security and Issuer.

The class of equity securities to which this Schedule 13D relates is the common stock, par value \$1.00 per share (the "Common Stock"), of Northrop Grumman Corporation (formerly NNG, Inc.), a Delaware corporation (the "Issuer").

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The principal executive offices of the Issuer are located at 1804 Century Park East, Los Angeles, California 90067.

Item 4. Purpose of Transaction.

Although their plans may change in the future, except as otherwise noted, the reporting persons do not have, as of the date of this filing, any plans or proposals that relate to or would result in any of the actions set forth in sub-items (a) through (j) of Item 4, except that Unitrin or its affiliates may, from time to time or at any time, subject to market conditions and other factors, purchase additional shares of Common Stock or the Issuer's Series B Convertible Preferred Stock in the open market, in privately negotiated transactions or otherwise, or sell at any time all or a portion of shares of Common Stock or Series B Convertible Preferred Stock now owned or hereafter acquired by them to one or more purchasers.

Item 5. Interest in Securities of the Issuer.

On February 11, 2002, Trinity, a wholly-owned subsidiary of Unitrin, transferred to Unitrin in the form of a dividend 312,498 shares of Series B Convertible Preferred Stock, which are convertible into 284,736 shares of Common Stock, representing all of Trinity's holdings in the Issuer's Series B Convertible Preferred Stock. Prior to this dividend, Unitrin beneficially owned such shares of Series B Convertible Preferred Stock indirectly through Trinity. Accordingly, this dividend merely changes Unitrin's interest in the transferred shares from indirect to direct.

As indicated on the cover pages, Unitrin beneficially owns 1,617,140 shares of Common Stock over which it has sole voting and dispositive power and such beneficial ownership is attributable to Unitrin's direct ownership of 1,774,812 shares of Series B Convertible Preferred Stock which are convertible into 1,617,140 shares of Common Stock. Unitrin beneficially owns 7,665,281 shares of Common Stock over which it has shared voting and dispositive power and such beneficial ownership is attributable to Trinity's and United's ownership of 7,665,281 shares of Common Stock in the aggregate.

As indicated on the cover pages, Trinity beneficially owns 4,329,189 shares of Common Stock over which it has shared voting and dispositive power and such beneficial ownership is attributable to Trinity's direct ownership of such number of shares of Common Stock.

As indicated on the cover pages, United beneficially owns 3,336,092 shares of Common Stock over which it has shared voting and dispositive power and such beneficial ownership is attributable to United's direct ownership of such number of shares of Common Stock.

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Except as set forth elsewhere in this Amendment No. 2, neither of Unitrin, Trinity or United acquired or disposed of any shares of the Issuer's Common Stock since May 18, 2001, the date of Amendment No. 1 to Schedule 13D. However, in addition to the changes in Unitrin's and Trinity's beneficial ownership resulting from the dividend described above, the ownership percentage of Unitrin, Trinity and United changed as a consequence of an increase in the number of outstanding shares of the Issuer's Common Stock since May 18, 2001. The result of these changes is that the ownership percentage of Unitrin, Trinity and United has decreased from 10.9%, 5.4% and 3.9%, respectively, as reported in

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Amendment No. 1 to Schedule 13D to approximately 9.36%, 4.36%, and 3.36%, respectively, as of the date of this Amendment.

SIGNATURE

After reasonable 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.

DATE: February 13, 2002

UNITRIN, INC.

By: /s/ David F. Bengston

David F. Bengston
Vice President

TRINITY UNIVERSAL INSURANCE COMPANY

By: /s/ John M. Boschelli

John M. Boschelli
Assistant Treasurer

UNITED INSURANCE COMPANY OF AMERICA

By: /s/ Scott Renwick

Scott Renwick
Vice President