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NORTHROP GRUMMAN CORP /DE/

Form S-8

August 10, 2001

As filed with the Securities and Exchange Commission on August 10, 2001
Registration No. _____

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 95-4840775
(State or Other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) 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 Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, par value \$1.00 per share (1) (2)	8,000,000 shares(1) (2)	\$80.285(3)	\$642,280,000(3)	\$160,570(3)