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NORTHROP GRUMMAN CORP /DE/

Form 8-K

November 21, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): November 21, 2001

NORTHROP GRUMMAN CORPORATION
(Exact name of registrant as specified in charter)

Delaware (State or other jurisdiction of incorporation)	1-16411 (Commission File Number)	95-4840775 (I.R.S. Employer Identification No.)
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1840 Century Park East Los Angeles, California (Address of principal executive offices)	90067 (Zip Code)
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Registrant's telephone number, including area code: (310) 553-6262

Item 5. Other Events

Northrop Grumman Corporation is filing this Current Report on Form 8-K in order to file with the Securities and Exchange Commission certain items that are to be incorporated by reference into its Registration Statement on Form S-3 (File No. 333-71290).

Item 7. Financial Information, Pro Forma Financial Information and Exhibits

(c) Exhibits

Exhibit ----- Number -----	Description of Exhibit -----
4.1	Indenture, dated as of November 21, 2001, between the Registrant and JPMorgan Chase Bank, as trustee.
4.2	Officers' Certificate, dated as of November 21, 2001, describing the terms of the Senior Notes which are a component of the Registrant's Equity Security Units.
4.3	Purchase Contract Agreement, dated as of November 21, 2001, between the Registrant and JPMorgan Chase Bank, as Purchase Contract Agent.
4.4	Pledge Agreement, dated as of November 21, 2001, among the Registrant, The Bank of New York, as Collateral Agent, Custodial Agent and Securities Intermediary, and JPMorgan Chase

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- Bank, as Purchase Contract Agent.
- 4.5 Form of Remarketing Agreement.
- 4.6 Form of Senior Note (included in Exhibit 4.2).
- 4.7 Form of Normal Units Certificate (included in Exhibit 4.3).
- 4.8 Form of Stripped Units Certificate (included in Exhibit 4.3).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NORTHROP GRUMMAN CORPORATION
(Registrant)

Date: November 21, 2001

By: /s/ John H. Mullan

John H. Mullan, Corporate Vice President
and Secretary

EXHIBIT INDEX

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