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TRW INC
Form 425
July 03, 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)

Northrop Grumman Corporation filed a registration statement on Form S-4 (File No. 333-83672) with the Securities and Exchange Commission on March 4, 2002 with respect to its offer to exchange all outstanding shares of TRW capital stock for Northrop Grumman stock. The Registration Statement will be amended shortly to include a joint proxy statement/prospectus relating to the proposed merger of Northrop Grumman and TRW Inc. pursuant to the Agreement and Plan of Merger, dated as of June 30, 2002, by and among Northrop Grumman, Richmond Acquisition Corp. and TRW. 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 meeting of Northrop Grumman stockholders relating to the proposed merger.

THE JOINT PROXY STATEMENT/PROSPECTUS RELATING TO THE PROPOSED MERGER WILL CONTAIN IMPORTANT INFORMATION REGARDING SUCH POTENTIAL PARTICIPANTS AND OTHER IMPORTANT MATTERS. SHAREHOLDERS OF NORTHROP GRUMMAN AND TRW ARE URGED TO READ SUCH MATERIALS WHEN THEY BECOME AVAILABLE BEFORE MAKING ANY DECISIONS REGARDING THE MERGER OR THE OTHER TRANSACTIONS DESCRIBED THEREIN.

Copies of the joint proxy statement/prospectus, and any amendments or supplements thereto, may be obtained without charge at the SEC's internet website at www.sec.gov as they become available.

AGREEMENT AND PLAN OF MERGER

dated as of

June 30, 2002

BY AND AMONG

TRW INC.,

NORTHROP GRUMMAN CORPORATION

and

RICHMOND ACQUISITION CORP.

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