

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  
(State or Other Jurisdiction of  
Incorporation or Organization)

95-4840775  
(I.R.S. Employer  
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)