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TRW INC
Form 425
May 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)

NEWS NORTHROP GRUMMAN

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For Immediate Release

NORTHROP GRUMMAN TO REVIEW ITS OPTIONS; WILL ISSUE ANNOUNCEMENT ON MONDAY A.M.

CONCERNING EXTENSION OF TRW EXCHANGE OFFER

Los Angeles, California, May 3, 2002 - Kent Kresa, Chairman and Chief Executive Officer of Northrop Grumman [NYSE: NOC], said that, "We do not expect to know the final outcome of today's vote on the Control Share Acquisition proposal for several weeks. As our exchange offer is scheduled to expire at midnight tonight, we will review our options over the weekend and issue a release Monday morning."

Northrop Grumman Corporation is an \$18 billion, global defense company with its worldwide headquarters in Los Angeles. Northrop Grumman provides technologically advanced, innovative products, services and solutions in defense and commercial electronics, systems integration, information technology and nuclear and non-nuclear shipbuilding and systems. With nearly 100,000 employees and operations in 44 states and 25 countries, Northrop Grumman serves U.S. and international military, government and commercial customers.

Northrop Grumman filed a registration statement on Form S-4 (File No. 333-83672) and a tender offer statement on Schedule TO with the SEC on March 4, 2002 with respect to its offer to exchange all outstanding shares of TRW capital stock for Northrop Grumman stock. These documents contain important information. TRW shareholders should read these documents and any amendments or supplements thereto before making any decision regarding the offer to exchange. Copies of such documents may be obtained without charge at the SEC's website at www.sec.gov or from D.F. King & Co., Inc. the information agent for the offer to exchange, at 800-755-7250.

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