

NORTHROP GRUMMAN CORP /DE/  
Form 8-K  
April 28, 2005

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**UNITED STATES**  
**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)

**4/28/2005**

**Northrop Grumman Corporation**

(Exact name of registrant as specified in its charter)

**DE**  
(State or Other Jurisdiction  
  
of Incorporation)

**1-16411**  
(Commission  
  
File Number)

**95-4840775**  
(IRS Employer  
  
Identification No.)

**1840 Century Park East**

**Los Angeles, CA**  
(Address of principal executive offices)

**90067**  
(Zip Code)

Registrant's telephone number, including area code

**(310) 553-6262**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

On April 28, 2005, Northrop Grumman Corporation issued a press release announcing its financial results for the quarter ended March 31, 2005, under the heading Northrop Grumman Reports First Quarter 2005 Results. The press release is furnished as Exhibit 99.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibits

**Furnished**

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Exhibit 99 - Press Release dated April 28, 2005

Signature(s)

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)

April 28, 2005

By: /s/ John H. Mullan

(Date)

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(Signature)  
John H. Mullan  
Corporate Vice President and Secretary

Exhibit Index

**Exhibit No.**

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Exhibit 99 Furnished Press Release dated April 28, 2005