

TRW INC
Form 425
September 25, 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 has been amended 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 shareholder meetings relating to the proposed merger. Information concerning such potential Northrop Grumman participants is contained in the joint proxy statement/prospectus which constitutes a part of the registration statement, as amended from time to time. **THE JOINT PROXY STATEMENT/PROSPECTUS RELATING TO THE PROPOSED MERGER CONTAINS IMPORTANT INFORMATION WHICH SHAREHOLDERS OF NORTHROP GRUMMAN AND TRW ARE URGED TO READ 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.

These materials are neither an offer to purchase nor a solicitation of an offer to sell shares of TRW or Northrop Grumman stock.

The following are materials used by Northrop Grumman corporation in a presentation on September 24, 2002.

































