

NORTHROP GRUMMAN CORP /DE/  
Form SC 13G  
February 14, 2002  
DOCUMENT TYPE SC 13G  
TEXT

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
Under the Securities Exchange Act of 1934

Name of Issuer: NORTHROP GRUNMAN CORPORATION

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Title of Class  
of Securities: Common Stock

CUSIP Number: 666807102

1) NAME AND I.R.S. IDENTIFICATION NO. OF REPORTING PERSON

Prudential Financial, Inc. 22-3703799

2.) MEMBER OF A GROUP: (a) N/A  
(b) N/A

3) SEC USE ONLY:

4) PLACE OF ORGANIZATION: New Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH:

5) Sole Voting Power: 588,857 See Exhibit A  
6) Shared Voting Power: 4,893,571 See Exhibit A  
7) Sole Dispositive Power: 588,857 See Exhibit A  
8) Shared Dispositive Power: 5,100,411 See Exhibit A

9) AGGREGATE AMOUNT BENEFICIALLY OWNED:  
5,689,268 See Exhibit A

10) AGGREGATE AMOUNT IN ROW (9) EXCLUDES SHARES: Not Applicable

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):  
5.1 See Exhibit A

12) TYPE OF REPORTING PERSON: HC

ITEM 1(a). NAME OF ISSUER:

NORTHROP GRUNMAN CORPORATION

ITEM 1(b). ADDRESS OF ISSUER'S EXECUTIVE OFFICES:

NORTHROP GRUNMAN CORPORATION 1840 Century Park East Los Angeles, California 90067-2199

ITEM 2(a). NAME OF PERSON FILING:

Prudential Financial, Inc.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

751 Broad Street  
Newark, New Jersey 07102-3777

ITEM 2(c). CITIZENSHIP:

New Jersey

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

666807102

ITEM 3. The Person filing this statement is a Parent Holding Company as defined in Section 240.13d-1(b)(1)(ii)(G) of the Securities Exchange Act of 1934.

ITEM 4. OWNERSHIP:

(a) Number of Shares

Beneficially Owned: 5,689,268 See Exhibit A

(b) Percent of Class: 5.1

(c) Powers	No. Of Shares
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Sole power to vote or to direct the vote	588,857 See Exhibit A
Shared power to vote or to direct the vote	4,893,571 See Exhibit A
Sole power to dispose or to direct disposition	588,857 See Exhibit A

Shared power to dispose 5,100,411 See Exhibit A  
or to direct disposition

ITEM 5. OWNERSHIP OF 5% OR LESS OF A CLASS:

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON:

See Exhibit A

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE ULTIMATE PARENT COMPANY:

See Exhibit A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

ITEM 10. CERTIFICATION:

By signing below, Prudential Financial, Inc. certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

The filing of this statement should not be construed as an admission that Prudential Financial, Inc. is, for purposes of Sections 13 or 16 of the Securities Exchange Act of 1934, the beneficial owner of such shares.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, Prudential Financial, Inc. certifies that the information set forth in this

statement is true, complete and correct.

PRUDENTIAL FINANCIAL, INC.

By: Ellen McGlynn Koke  
Vice President

Date: 02/13/2002  
As of: 12/31/2001

Exhibit A  
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**ITEM 6. OWNERSHIP:**

Prudential Financial, Inc. through its beneficial ownership of the Prudential Insurance Company of America ("PICOA") may be deemed to presently hold 5,931 shares of Issuer's common stock for the benefit of PICOA's general account.

Prudential Financial, Inc. may be deemed the beneficial owner of securities beneficially owned by the Item 7 listed entities and may have direct or indirect voting and/or investment discretion over 5,683,337 shares which are held for it's own benefit or for the benefit of its clients by its separate accounts, externally managed accounts, registered investment companies, subsidiaries and/or other affiliates. Prudential Financial, Inc. is reporting the combined holdings of these entities for the purpose of administrative convenience.

These shares were acquired in the ordinary course of business, and not with the purpose or effect of changing or influencing control of the Issuer. The filing of this statement should not be construed as an admission that Prudential Financial, Inc. is, for the purposes of Sections 13 or 16 of the Securities Exchange Act of 1934, the beneficial owner of these shares.

**ITEM 7. IDENTIFICATION/CLASSIFICATION:**

Prudential Financial, Inc. is a Parent Holding Company and the direct or indirect parent of the following Registered Investment Advisers and Broker Dealers:

<b>The Prudential Insurance Company of America</b>	<b>IC, IA</b>
<b>Prudential Investment Management, Inc.</b>	<b>IA</b>
<b>Jennison Associates LLC</b>	<b>IA</b>
<b>Prudential Securities Incorporated</b>	<b>IA, BD</b>
<b>The Prudential Asset Management Company, Inc.</b>	<b>IA</b>
<b>Enhanced Investment Technologies, Inc.</b>	<b>IA</b>
<b>Prudential Investments LLC</b>	<b>IA</b>
<b>Prudential Home Building Investment Advisers, L.P.</b>	<b>IA, PN</b>
<b>Prudential Private Placement Investors, L.P.</b>	<b>IA, PN</b>
<b>Prudential Equity Investors, Inc.</b>	<b>IA</b>
<b>PRUCO Securities Corporation</b>	<b>IA, BD</b>
<b>Wexford Clearing Services Corporation</b>	<b>IA, BD</b>
<b>The Prudential Savings Bank, F.S.B.</b>	<b>IA, SA</b>

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Hochman & Baker Investment Advisory Services, Inc.	IA
GRA (Bermuda) Limited	IA
Prudential Asset Management Japan	IA
PRICOA Property Investment Management Limited	IA
Prudential Investment Management Services LLC	BD
Hochman & Baker Securities, Inc.	BD