

ENDWAVE CORP
Form SC 13D/A
August 19, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 5)*

ENDWAVE CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

29264A 20 6

(CUSIP Number)

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John H. Mullan

Northrop Grumman Corporation

1840 Century Park East

Los Angeles, CA 90067

(310) 553-6262

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 18, 2005

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box " ".

Note: Schedules filed in paper format shall include a signed original and five copies of the schedules including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Northrop Grumman Corporation; I.D. No. 95-4840775

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

***(a)** ..

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NA

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 **SOLE VOTING POWER**

SHARES

BENEFICIALLY 1,950,029

OWNED BY 8 **SHARED VOTING POWER**

EACH

REPORTING NA

PERSON 9 **SOLE DISPOSITIVE POWER**

WITH

1,950,029

10 SHARED DISPOSITIVE POWER

NA

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,950,029

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.1%

14 TYPE OF REPORTING PERSON*

CO

SCHEDULE 13D

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Northrop Grumman Space & Mission Systems Corp. (formerly TRW Inc.);

I.D. No. 34-0575430

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

***(a)**

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NA

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Ohio

NUMBER OF **7 SOLE VOTING POWER**

SHARES

BENEFICIALLY 1,950,029

OWNED BY **8 SHARED VOTING POWER**

EACH

REPORTING NA

PERSON **9 SOLE DISPOSITIVE POWER**

WITH

1,950,029

10 SHARED DISPOSITIVE POWER

NA

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,950,029

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.1%

14 TYPE OF REPORTING PERSON*

CO

SCHEDULE 13D

This Amendment No. 5 to Statement of Beneficial Ownership on Schedule 13D/A (this Statement) is being filed to amend the information in the Reporting Persons' original Statement of Beneficial Ownership on Schedule 13D, as amended by the Reporting Persons' Amendment No. 1, Amendment No. 2, Amendment No. 3 and Amendment No. 4 thereto, and to amend information under Items 4 and 5, filed with the Securities and Exchange Commission (the Commission) on February 14, 2003, March 29, 2005, July 14, 2005, July 18, 2005, and July 20, 2005, respectively.

Item 4. Purpose of Transaction

On August 16, 17 and 18, 2005, the Reporting Persons sold an aggregate amount of 123,283 shares of Endwave Common Stock under Rule 144 promulgated pursuant to the Securities Act of 1933.

Item 5. Interest in Securities of the Issuer

The Reporting Persons expressly disclaim that they have agreed to act as a group. The filing of this Statement by the Reporting Persons should not be considered an admission that such Reporting Persons, for purposes of Section 13(d) of the Act, are the beneficial owners of any shares of Endwave Common Stock in which such Reporting Persons do not have any pecuniary interest.

- a) The Reporting Persons beneficially own 1,950,029 shares of Endwave Common Stock, representing 18.1% of shares of Endwave Common Stock reported to be outstanding as of July 29, 2005. There were 10,763,546 shares of Endwave Common Stock outstanding as of July 29, 2005, based on information provided in Endwave's Quarterly Report on Form 10-Q filed August 12, 2005.
- b) As of the date of this Statement, NGS&MS has the direct power to vote and direct the disposition of the 1,950,029 shares of Endwave Common Stock held by it. As the sole parent of NGS&MS, Northrop Grumman has the indirect power to vote and dispose of the Endwave Common Stock held by NGS&MS.
- c) Since the most recent filing on Schedule 13D on July 20, 2005, NGS&MS effected the following sales of Endwave's Common Stock under Rule 144 promulgated pursuant to the Securities Act of 1933:

August 16, 2005:

<u>Amount of Securities</u>	<u>Price Per Share (\$)</u>
2076	32.00
400	32.01
400	32.02
210	32.03

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400	32.04
100	32.05
200	32.08
2314	32.09
100	32.14

August 16, 2005 (cont d):

<u>Amount of Securities</u>	<u>Price Per Share (\$)</u>
100	32.16
124	32.23
1800	32.24
100	32.25
500	32.26
200	32.27
874	32.44
100	32.45
26	32.46
139	32.52
98	32.55
197	32.60
5	32.62
200	32.65
37	32.66
200	32.70
100	32.74

August 17, 2005:

<u>Amount of Securities</u>	<u>Price Per Share (\$)</u>
6,000	\$ 30.36
5860	\$ 30.45
300	\$ 30.46
1300	\$ 30.50
4900	\$ 30.51
6668	\$ 30.52
2300	\$ 30.53
200	\$ 30.54
200	\$ 30.55
1200	\$ 30.56
1100	\$ 30.57
4900	\$ 30.58
2900	\$ 30.59
2400	\$ 30.60
3500	\$ 30.61
1000	\$ 30.62
600	\$ 30.63

August 17, 2005 (cont d):

<u>Amount of Securities</u>	<u>Price Per Share (\$)</u>
3100	\$ 30.64
4601	\$ 30.65
600	\$ 30.67
700	\$ 30.68
1300	\$ 30.69
4198	\$ 30.70
6399	\$ 30.75
100	\$ 30.77
351	\$ 30.78
2200	\$ 30.80
1900	\$ 30.82
1801	\$ 30.85
2900	\$ 30.90
1100	\$ 30.93
84	\$ 30.95
200	\$ 31.44
1345	\$ 31.45
396	\$ 31.46
500	\$ 31.47
100	\$ 31.48
1997	\$ 31.49
800	\$ 31.50

August 18, 2005:

<u>Amount of Securities</u>	<u>Price Per Share (\$)</u>
9324	\$ 29.75
100	\$ 29.76
100	\$ 29.77
9500	\$ 29.79
600	\$ 29.80
300	\$ 29.81
1000	\$ 29.82
3300	\$ 29.83
200	\$ 29.84
3381	\$ 29.85
400	\$ 29.87
959	\$ 30.00
719	\$ 30.01
200	\$ 30.02
200	\$ 30.84

SCHEDULE 13D

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 19, 2005

NORTHROP GRUMMAN CORPORATION

By: /s/ Mark Rabinowitz

Mark Rabinowitz
Assistant Treasurer

Dated: August 19, 2005

NORTHROP GRUMMAN SPACE & MISSION SYSTEMS CORP.

By: /s/ Mark Rabinowitz

Mark Rabinowitz
Assistant Treasurer