

NORTHROP GRUMMAN CORP /DE/  
Form 8-K  
October 27, 2004

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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)

**10/27/2004**

**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 October 27, 2004, Northrop Grumman Corporation issued a press release announcing its financial results for the quarter ended September 30, 2004, under the heading Northrop Grumman Reports Third Quarter 2004 Results; Announces Additional \$1 Billion Share Repurchase Program. 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 October 27, 2004

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)

October 27, 2004

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 October 27, 2004