

ENDWAVE CORP
Form SC 13D/A
December 09, 2005

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 10)*

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)

December 8, 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 0

OWNED BY **8** SHARED VOTING POWER

EACH

REPORTING NA

PERSON **9** SOLE DISPOSITIVE POWER

WITH

0

10 SHARED DISPOSITIVE POWER

NA

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0%

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 0

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING NA

PERSON 9 SOLE DISPOSITIVE POWER

WITH

0

10 SHARED DISPOSITIVE POWER

NA

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON*

CO

SCHEDULE 13D

This Amendment No. 10 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, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8 and Amendment No. 9 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, July 20, 2005, August 19, 2005, August 30, 2005, September 2, 2005, September 12, 2005 and November 18, 2005, respectively.

Item 4. Purpose of Transaction

On November 22, 2005 and December 8, 2005, the Reporting Persons sold an aggregate amount of 1,348,312 shares of Endwave Common Stock under Rule 144 promulgated pursuant to the Securities Act of 1933, representing all of the shares of Endwave Common Stock beneficially owned by the Reporting Persons.

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 no longer beneficially own any shares of Endwave Common Stock.
- b) As of the date of this Statement, NGS&MS no longer has the direct power to vote and direct the disposition of any shares of Endwave Common Stock. As the sole parent of NGS&MS, Northrop Grumman has no longer the indirect power to vote and dispose of any Endwave Common Stock.

- c) Since the most recent filing on Schedule 13D on November 18, 2005, NGS&MS effected the following sales of Endwave's Common Stock under Rule 144 promulgated pursuant to the Securities Act of 1933:

November 22, 2005:

<u>Amount of Securities</u>	<u>Price Per Share (\$)</u>
12,803	\$ 11.00
100	\$ 11.02
400	\$ 11.04
100	\$ 11.06
200	\$ 11.08
4,620	\$ 11.15
530	\$ 11.16
50	\$ 11.17

December 8, 2005:

<u>Amount of Securities</u>	<u>Price Per Share (\$)</u>
1,329,509	\$ 10.16

- d) Not applicable.
- e) As of December 8, 2005, the Reporting Persons ceased to be the beneficial owners of more than 5% of Endwave Common Stock.

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: December 9, 2005

NORTHROP GRUMMAN CORPORATION

By: /s/ John H. Mullan

John H. Mullan
Corporate Vice President and Secretary

Dated: December 9, 2005

NORTHROP GRUMMAN SPACE & MISSION SYSTEMS CORP.

By: /s/ Ann M. Coons

Ann M. Coons
Assistant Secretary