

ENDWAVE CORP
Form 4
August 24, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NORTHROP GRUMMAN CORP
/DE/

(Last) (First) (Middle)

1840 CENTURY PARK EAST

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ENDWAVE CORP [ENWV]

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Stock ⁽¹⁾ | 08/23/2005 | | S | | 600 | D | \$ 30 1,948,829 D |
| Common Stock ⁽¹⁾ | 08/23/2005 | | S | | 100 | D | \$ 30.01 1,948,729 D |
| Common Stock ⁽¹⁾ | 08/23/2005 | | S | | 400 | D | \$ 30.04 1,948,329 D |
| Common Stock ⁽¹⁾ | 08/23/2005 | | S | | 100 | D | \$ 30.05 1,948,229 D |
| Common Stock ⁽¹⁾ | 08/23/2005 | | S | | 100 | D | \$ 30.06 1,948,129 D |
| | 08/23/2005 | | S | | 500 | D | 1,947,629 D |

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| | | | | | | | | |
|-----------------------------|------------|--|---|-----|-------|-------|-----------|---|
| Common Stock ⁽¹⁾ | | | | | \$ | | | |
| | | | | | 30.07 | | | |
| Common Stock ⁽¹⁾ | 08/23/2005 | | S | 200 | D | \$ | 1,947,429 | D |
| | | | | | | 30.09 | | |
| Common Stock ⁽¹⁾ | 08/23/2005 | | S | 200 | D | \$ | 1,947,229 | D |
| | | | | | | 30.11 | | |
| Common Stock ⁽¹⁾ | 08/23/2005 | | S | 300 | D | \$ | 1,946,929 | D |
| | | | | | | 30.12 | | |
| Common Stock ⁽¹⁾ | 08/23/2005 | | S | 400 | D | \$ | 1,946,529 | D |
| | | | | | | 30.15 | | |
| Common Stock ⁽¹⁾ | 08/23/2005 | | S | 100 | D | \$ | 1,946,429 | D |
| | | | | | | 30.16 | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NORTHROP GRUMMAN CORP /DE/ 1840 CENTURY PARK EAST LOS ANGELES, CA 90067 | | X | | |
| NORTHROP GRUMMAN SPACE & MISSION SYSTEMS CORP 1840 CENTURY PARK EAST | | X | | |

LOS ANGELES, CA 90067

Signatures

/s/ John H. Mullan, Corporate Vice President and
Secretary

08/23/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Par value \$0.001 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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