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SIGNATURES

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-K/A NO. 1

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 1-2384

TRW Inc.

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction of
incorporation or organization)

34-0575430
(I.R.S. Employer Identification No.)

1900 Richmond Road, Cleveland, Ohio
(Address of principal executive offices)

44124
(Zip Code)

(216) 291-7000
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.625 per share	New York Stock Exchange Chicago Stock Exchange Pacific Exchange Philadelphia Stock Exchange
Cumulative Serial Preference Stock II, \$4.40 Convertible Series 1	New York Stock Exchange
Cumulative Serial Preference Stock II, \$4.50 Convertible Series 3	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates was \$6,101,951,801 as of February 22, 2002. This amount was computed on the basis of the closing price of the registrant's voting securities included in the NYSE-Composite Transactions report for such date, as published in the Midwest edition of The Wall Street Journal.

As of February 22, 2002 there were 126,368,449 shares of TRW Common Stock, \$0.625 par value, outstanding.

The following documents have been incorporated herein by reference to the extent indicated herein:

TRW Proxy Statement related to Annual Meeting of
Shareholders to be held on April 24, 2002

Part III

TRW Annual Report to Security Holders for the year ended
December 31, 2001

Parts I, II and IV

The Registrant hereby amends the signature page of its Annual Report on Form 10-K for the year ended December 31, 2001 solely for the purpose of indicating the capacity in which certain officers signed on behalf of the Registrant. Any information not expressly amended by this filing shall remain as set forth in the Registrant's Annual Report on Form 10-K for the year ended December 31, 2001, as filed with the Commission on March 4, 2002.

