

ENDWAVE CORP
Form 4
July 15, 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)
07/14/2005

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⁾	07/14/2005		S		100 D \$ 54.58	3,312,286	D
Common Stock ⁽¹⁾	07/14/2005		S		100 D \$ 54.59	3,312,186	D
Common Stock ⁽¹⁾	07/14/2005		S		100 D \$ 54.6	3,312,086	D
Common Stock ⁽¹⁾	07/14/2005		S		1 D \$ 54.61	3,312,085	D
Common Stock ⁽¹⁾	07/14/2005		S		99 D \$ 54.63	3,311,986	D
	07/14/2005		S		200 D	3,311,786	D

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Common Stock <u>(1)</u>					\$ 54.64		
Common Stock <u>(1)</u>	07/14/2005	S	99	D	\$ 54.65	3,311,687	D
Common Stock <u>(1)</u>	07/14/2005	S	100	D	\$ 54.67	3,311,587	D
Common Stock <u>(1)</u>	07/14/2005	S	1,899	D	\$ 54.69	3,309,688	D
Common Stock <u>(1)</u>	07/14/2005	S	300	D	\$ 54.77	3,309,388	D
Common Stock <u>(1)</u>	07/14/2005	S	2,700	D	\$ 54.79	3,306,688	D
Common Stock <u>(1)</u>	07/14/2005	S	700	D	\$ 54.81	3,305,988	D
Common Stock <u>(1)</u>	07/14/2005	S	6,392	D	\$ 54.89	3,299,596	D
Common Stock <u>(1)</u>	07/14/2005	S	200	D	\$ 54.9	3,299,396	D
Common Stock <u>(1)</u>	07/14/2005	S	100	D	\$ 54.92	3,299,296	D
Common Stock <u>(1)</u>	07/14/2005	S	100	D	\$ 54.93	3,299,196	D
Common Stock <u>(1)</u>	07/14/2005	S	1,000	D	\$ 54.95	3,298,196	D
Common Stock <u>(1)</u>	07/14/2005	S	50	D	\$ 54.98	3,298,146	D
Common Stock <u>(1)</u>	07/14/2005	S	1,558	D	\$ 55	3,296,588	D
Common Stock <u>(1)</u>	07/14/2005	S	1,225	D	\$ 55.01	3,295,363	D
Common Stock <u>(1)</u>	07/14/2005	S	100	D	\$ 55.02	3,295,263	D
Common Stock <u>(1)</u>	07/14/2005	S	56	D	\$ 55.04	3,295,207	D

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

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

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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 Owned Following Transaction (Instr. 6)
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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 LOS ANGELES, CA 90067		X		

Signatures

John H. Mullan, Corporate Vice President and Secretary 07/15/2005

__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.

Remarks:

This is one of three Form 4s being filed to accomodate a total of 83 transaction lines reportable in Table I for multiple sale transactions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.