

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14D-9

**Solicitation/Recommendation Statement Under
Section 14(d)(4) of the Securities Exchange Act of 1934
Amendment No. 3**

TRW INC.
(Name of Subject Company)

TRW INC.
(Name of Person(s) Filing Statement)

**Common Stock, Par Value \$0.625 Per Share
Cumulative Serial Preference Stock II, \$4.40 Convertible Series 1
Cumulative Serial Preference Stock II, \$4.50 Convertible Series 3**

(Title of Class of Securities)

**872649108
872649504
872649603**
(CUSIP Number of Class of Securities)

**William B. Lawrence
Executive Vice President, General Counsel and Secretary
TRW Inc.
1900 Richmond Road
Cleveland, Ohio 44124
(216) 291-7000**

(Name, Address and Telephone Number of Person Authorized to Receive Notice and
Communications on Behalf of the Person(s) Filing Statement)

With copies to:

**Peter Allan Atkins
Eric L. Cochran
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-3000**

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

SIGNATURE

After due 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.

TRW INC.

By: /s/ William B. Lawrence
William B. Lawrence
Executive Vice President, General
Counsel and Secretary

Dated: April 3, 2002