

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **1994-02-10**
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([HTML Version](#) on secdatabase.com)

SUBJECT COMPANY

WATKINS JOHNSON CO

CIK: **105006** | IRS No.: **941402710** | State of Incorpor.: **CA** | Fiscal Year End: **1231**
Type: **SC 13G** | Act: **34** | File No.: **005-07672** | Film No.: **94505792**
SIC: **3812** Search, detection, navigation, guidance, aeronautical sys

Mailing Address
3333 HILLVIEW AVENUE
PALO ALTO CA 94304-1223

Business Address
3333 HILLVIEW AVE
PALO ALTO CA 94304
4154934141

FILED BY

LITTON INDUSTRIES INC

CIK: **59880** | IRS No.: **951775499** | State of Incorpor.: **DE** | Fiscal Year End: **0731**
Type: **SC 13G**
SIC: **3812** Search, detection, navigation, guidance, aeronautical sys

Business Address
360 N CRESCENT DR
BEVERLY HILLS CA 90210
3108595000

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Watkins-Johnson Company

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

942 486-10-1

(CUSIP Number)

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

*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 the disclosures provided in a prior cover page.

The information required in 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).

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CUSIP No. 942 486-10-1

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Litton Industries, Inc.
95-1775499

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) ()
(b) (X)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

-0-

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-0-

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

-0-

12 TYPE OF REPORTING PERSON (See Instructions)
CO

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Item 1.

- (a) Name of Issuer:
Watkins-Johnson Company
- (b) Address of Issuer's Principal Executive Offices:
3333 Hillview Avenue
Stanford Research Park
Palo Alto, CA 94304

Item 2.

- (a) Name of Person Filing:
Litton Industries, Inc.
- (b) Address of Principal Business Offices or,
if none, Residence:
360 North Crescent Drive
Beverly Hills, CA 90210-4867
- (c) Citizenship:
Delaware, USA
- (d) Title of Class of Securities:
Common Stock, no par value
- (e) CUSIP Number:
942 486-10-1

Item 3. If this statement is filed pursuant to Rule 13d-1(b),
or 13d-2(b), check whether the person filing is a:
N/A

Item 4. Ownership.

- (a) Amount Beneficially Owned:
-0-

(b) Percent of Class:
-0-

(c) Number of shares as to which such person has:
(i) sole power to vote or to direct the vote -0-
(ii) shared power to vote or to direct the vote -0-
(iii) sole power to dispose or to direct the disposition of -0-
(iv) shared power to dispose or to direct the disposition of -0-

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.
N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.
N/A

Item 8. Identification and Classification of Members of the Group.
N/A

Item 9. Notice of Dissolution of Group.
N/A

Item 10. Certification.
N/A

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.

February 10, 1994

Date

/s/ Carol A. Wiesner

Signature: Carol A. Wiesner

Vice President and Treasurer

Name/Title

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