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

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported)

May 19, 2009

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**NORTHROP GRUMMAN CORPORATION**

(Exact name of registrant as specified in its charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

1-16411  
(Commission File Number)

No. 95-4840775  
(I.R.S. Employer  
Identification Number)

1840 Century Park East, Los Angeles, California 90067  
www.northropgrumman.com  
(Address of principal executive offices and internet site)

(310) 553-6262  
(Registrant's telephone number, including area code)

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 5 — Corporate Governance and Management**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

**(e) Compensatory Arrangements of Certain Officers**

At its meeting on May 19, 2009, the Compensation Committee of the Board of Directors of Northrop Grumman Corporation (the “Company”) approved changes to certain executive benefits as follows:

- The Corporate Policy Council Supplemental Executive Retirement Plan (“CPC SERP”) pension plan formula will be reduced after the executive attains 10 years of Corporate Policy Council service. The pension formula change will be effective July 1, 2009. The CPC SERP will also be closed to new participants effective July 1, 2009.
- The executive medical and dental program will be closed for new executives effective July 1, 2009. The regular employee programs will be offered to newly hired executives.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NORTHROP GRUMMAN CORPORATION

**(Registrant)**

By: /s/ Joseph F. Coyne, Jr.

**Joseph F. Coyne, Jr.**  
**Corporate Vice President,**  
**Deputy General Counsel and Secretary**

Date: May 26, 2009