

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

POST-EFFECTIVE AMENDMENT NO. 3 TO

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NORTHROP GRUMMAN CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

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

1840 Century Park East, Los Angeles, California 90067
www.northropgrumman.com
(Address of Principal Executive Offices and Internet Site)

**NORTHROP GRUMMAN
ELECTRONIC SENSORS & SYSTEMS DIVISION SAVINGS PROGRAM**

NORTHROP GRUMMAN PEI SAVINGS PLAN
(Full title of the plan)

Stephen D. Yslas
Corporate Vice President, Secretary and Deputy General Counsel
Northrop Grumman Corporation
1840 Century Park East
Los Angeles, California 90067
(310) 553-6262
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies To:
Jeffrey H. Bowen, Esq.
Harter Secrest & Emery LLP
Rochester, New York 14604
(585) 232-6500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company
(Do not check if a smaller reporting company)

EXPLANATORY NOTE

Deregistration of Securities

Northrop Grumman Corporation (the "Company") is filing this Post-Effective Amendment No. 3 to Form S-8 Registration Statement to withdraw and remove from registration the unissued and unsold securities under the Northrop Grumman PEI Savings Plan previously registered by the Company pursuant to its Registration Statement on Form S-8 filed with the U.S. Securities and Exchange Commission on May 17, 1996 (File No. 333-03959-99) (the "Registration Statement"). The Registration Statement registered up to 3,495,000 shares of the Company's common stock, par value \$1.00 per share (the "Common Stock"), issuable to participants in the Northrop Grumman Electronic Sensors & Systems Division Savings Program and 5,000 shares of Common Stock were registered for issuance to participants in the Northrop Grumman PEI Savings Plan.

The Registration Statement is hereby amended to deregister all of the unissued and unsold shares of Common Stock registered under the Northrop Grumman PEI Savings Plan. As a result of this deregistration, no shares of Common Stock remain registered for sale pursuant to the Northrop Grumman PEI Savings Plan. This Post-Effective Amendment No. 3 to Form S-8 is not meant to affect any of the shares of Common Stock registered under the Northrop Grumman Electronic Sensors & Systems Division Savings Program.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>	<u>Location</u>
24	Power of Attorney	Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on this 24th day of December, 2008.

NORTHROP GRUMMAN CORPORATION

By: /s/ Stephen D. Yslas
Name: Stephen D. Yslas
Title: Corporate Vice President, Secretary
and Deputy General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ronald D. Sugar</u> Ronald D. Sugar	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	December 24, 2008
<u>/s/ James F. Palmer</u> James F. Palmer	Corporate Vice President and Chief Financial Officer (Principal Financial Officer)	December 24, 2008
<u>/s/ Kenneth N. Heintz</u> Kenneth N. Heintz	Corporate Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	December 24, 2008
<u>*</u> Lewis W. Coleman	Director	December 24, 2008
<u>*</u> Thomas B. Fargo	Director	December 24, 2008
<u>*</u> Victor H. Fazio	Director	December 24, 2008
<u>*</u> Donald E. Felsing	Director	December 24, 2008
<u>Stephen E. Frank</u>	Director	

Signature	Title	Date
* Phillip Frost	Director	December 24, 2008
* Bruce S. Gordon	Director	December 24, 2008
* Madeleine Kleiner	Director	December 24, 2008
* Karl J. Krapek	Director	December 24, 2008
* Charles R. Larson	Director	December 24, 2008
* Richard B. Myers	Director	December 24, 2008
_____ Aulana L. Peters	Director	
* Kevin W. Sharer	Director	December 24, 2008
*By: <u>/s/ Stephen D. Yslas</u> Stephen D. Yslas, as Attorney-in-Fact		

POWER OF ATTORNEY – NORTHROP GRUMMAN CORPORATION DIRECTORS

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors of NORTHROP GRUMMAN CORPORATION, a Delaware corporation (the “Company”), hereby nominate and appoint STEPHEN D. YSLAS, as his or her agents and attorney-in-fact (the “Agent”), in his or her respective name and in the capacity or capacities indicated below, to execute and/or file, with all exhibits thereto, and other documents in connection therewith, (1) any one or more amendments to any part of the registration statement on Form S-8 under the Securities Act of 1933, as amended (the “Act”) that was filed with the Securities and Exchange Commission (the “SEC”) on May 17, 1996 (File No. 333-03959) (the “Registration Statement”), including any post-effective amendments, or appendices or supplements that may be required to be filed under the Act to keep the Registration Statement effective or to terminate its effectiveness; and (2) any subsequent registration statement filed by the Company pursuant to Rule 462(b) of the Securities Act.

Further, the undersigned do hereby authorize and direct such agents and attorneys-in-fact to take any and all actions and execute and file any and all documents with the SEC, or state regulatory agencies, necessary, proper or convenient in their opinion to comply with the Act and the rules and regulations or orders of the SEC, or state regulatory agencies, adopted or issued pursuant thereto, including the making of any requests for acceleration of the effective date of said registration statement, to the end that the registration statement of the Company shall become effective under the Act and any other applicable law.

Finally, each of the undersigned does hereby ratify, confirm and approve each and every act and document which the said appointment agent and attorney-in-fact may take, execute or file pursuant thereto with the same force and effect as though such action had been taken or such documents had been executed or filed by the undersigned respectively.

This Power of Attorney shall remain in full force and effect until revoked or superseded by written notice filed with the SEC.

<u>Signature</u>	<u>Date</u>
<u>/s/ Lewis W. Coleman</u> Lewis W. Coleman	December 19, 2008
<u>/s/ Thomas B. Fargo</u> Thomas B. Fargo	December 18, 2008
<u>/s/ Victor H. Fazio</u> Victor H. Fazio	December 22, 2008
<u>/s/ Donald E. Felsing</u> Donald E. Felsing	December 19, 2008

Signature

Date

Stephen E. Frank

/s/ Phillip Frost

Phillip Frost

December 19, 2008

/s/ Bruce S. Gordon

Bruce S. Gordon

December 22, 2008

/s/ Madeleine Kleiner

Madeleine Kleiner

December 20, 2008

/s/ Karl J. Krapek

Karl J. Krapek

December 22, 2008

/s/ Charles R. Larson

Charles R. Larson

December 22, 2008

/s/ Richard B. Myers

Richard B. Myers

December 22, 2008

Aulana L. Peters

/s/ Kevin W. Sharer

Kevin W. Sharer

December 19, 2008