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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Northrop Grumman Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

May 6, 2013

CA 13-07

**Important Reminder Regarding Your
Northrop Grumman Shares—Your Vote Is Important**

To Northrop Grumman Employees:

The company's 2013 Annual Meeting of Stockholders will be held on May 15 and will be webcast live on www.northropgrumman.com. Many of you hold Northrop Grumman shares through a company defined contribution plan or otherwise. This announcement is to encourage you to vote all of your shares if you have not done so already. **Your vote is important, and your input is valued.**

The voting deadline for participants in the Northrop Grumman Savings Plan and the Northrop Grumman Financial Security and Savings Program for the company's 2013 Annual Meeting of Stockholders is Sunday, May 12 at 11:59 p.m.

To cast your vote, please visit www.envisionreports.com/NOC and follow the instructions. It is important to vote all of your Northrop Grumman shares held in the Northrop Grumman Savings Plan or the Northrop Grumman Financial Security and Savings Program.

Please note that you may receive multiple communications (electronically and/or by mail) containing proxy materials and voting instructions for each type of account in which you hold shares of Northrop Grumman stock. Please review each communication carefully as it is likely not a duplicate and be sure to vote all of your shares in each of your accounts.

On April 5, you should have received an email notification from Northrop Grumman's transfer agent, Computershare, containing instructions for viewing the proxy statement and annual report and for voting your shares.

If you did not receive an email notification, or wish to change your vote, please contact Computershare at (877) 498-8861.

IMPORTANT REMINDER
Northrop Grumman Corporation
Annual Meeting of Stockholders
May 15, 2013

Control Number: XXXX XXXX XXXX XXX

To: NAME

The voting deadline for Northrop Grumman's Annual Meeting is rapidly approaching.

*****All defined contribution plan participants have only **4** more days to vote*****

Whether or not you plan to attend the Annual Meeting of Stockholders, it is important to vote all of your Northrop Grumman shares held in the Northrop Grumman Savings Plan, the Northrop Grumman Financial Security and Savings Program or any other defined contribution plans.

Please note that you may receive multiple communications (electronically and/or by mail) containing proxy materials and voting instructions for each type of account in which you hold shares of Northrop Grumman Stock. Please review each communication carefully as it is likely not a duplicate and be sure to vote all of your shares in each of your accounts.

If you are a participant in one of Northrop Grumman's 401(k) or other defined contribution plans, you may direct the plan trustees how to vote the shares allocated to your account. You should have received an email notification of the Internet availability of the proxy materials along with voting directions.

To cast your vote, please visit www.envisionreports.com/NOC and follow the online instructions. If you did not receive an email notification, or wish to change your vote, you may obtain and submit new voting instructions by contacting Shareholder Services at 1-877-498-8861.

The voting deadline is Sunday, May 12, 2013 at 11:59 p.m.

REMEMBER, YOUR VOTE IS IMPORTANT, PLEASE VOTE