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

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 15, 2013**

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. 80-0640649
(I.R.S. Employer
Identification Number)

2980 Fairview Park Drive, Falls Church, Virginia 22042
www.northropgrumman.com
(Address of principal executive offices and internet site)

(703) 280-2900
(Registrant's telephone number, including area code)

(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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EXHIBIT 99.1

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

On May 15, 2013, at the request of Wesley G. Bush, the Board of Directors of Northrop Grumman Corporation approved certain amendments to the terms and conditions of Mr. Bush's restricted performance stock rights (RPSR) agreements. The terms and conditions applicable to the 2011 RPSR and 2012 RPSR grants were amended to provide that accelerated payments resulting from certain change in control events would be made only on a pro-rata basis, as described in the letter dated May 15, 2013, included in the exhibit hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Letter Dated May 15, 2013 between the Board of Directors and Wesley G. Bush

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/ Jennifer C. McGarey
Jennifer C. McGarey
Corporate Vice President and
Secretary

Date: May 15, 2013

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	Letter Dated May 15, 2013 between the Board of Directors and Wesley G. Bush



Northrop Grumman Corporation
Corporate Office
2980 Fairview Park Drive
Falls Church, VA 22042

May 15, 2013

Mr. Wes Bush
Chairman, CEO and President
Northrop Grumman Corporation
2980 Fairview Park Drive
Falls Church, VA 22042

Dear Wes,

On May 12, 2013, you advised the Board of Directors of the Company that you have elected to forego any additional amounts that could have been paid to you as a result of the change from prorated payment to full payment for the 2011 and 2012 RPSR awards in the event of a change in control. This agreement implements that change to the Terms and Conditions Applicable to the 2011 Restricted Performance Stock Rights Granted February 15, 2011 and the Terms and Conditions Applicable to the 2012 Restricted Performance Stock Rights Granted February 15, 2012, as follows:

The third paragraph of Section 5.2 is amended to add subsection (c) to the end of the formula at the end of the first sentence. That formula in its entirety will now read:

- (a) the Earnout Percentage determined in accordance with Section 1 but calculated based on performance for the portion of the three-year Performance Period ending on the last day of the month coinciding with or immediately preceding the date of the termination of the Grantee's employment, multiplied by
- (b) the target number of RPSRs subject to the award, multiplied by
- (c) a fraction the numerator of which is the total number of full months that the Grantee was an employee of the Company or a subsidiary on and after the beginning of the Performance Period and through the date of the termination of the Grantee's employment (but not in excess of 36 months) and the denominator of which is 36.

The second paragraph of Section 5.3 is similarly amended to add subsection (c) at the end of the formula at the end of the first sentence. That formula in its entirety will now read:

Mr. Wes Bush
May 15, 2013
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(a) the Earnout Percentage determined in accordance with Section 1 but calculated based on performance for the portion of the three-year Performance Period ending on the date of the Change in Control of the Company, multiplied by (b) the target number of RPSRs subject to the award, multiplied by (c) a fraction the numerator of which is the total number of full months that the Grantee was an employee of the Company or a subsidiary on and after the beginning of the Performance Period and before the occurrence of the Change in Control (but not in excess of 36 months) and the denominator of which is 36.

Thank you for your leadership in this matter.

/s/ Donald E. Felsing
Donald E. Felsing
Lead Independent Director

I, Wesley G. Bush, by my signature below, hereby irrevocably agree to the above amendments to the terms applicable to the 2011 and 2012 RPSRs previously granted to me.

Signature: /s/ Wesley G. Bush Date: 05/15/13