

**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)
November 16, 2011

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

On November 17, 2011, Northrop Grumman Corporation (the “Company”) announced that Kenneth N. Heintz, Corporate Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer) of the Company, will retire from his position as Principal Accounting Officer immediately following the filing of the Company’s Form 10-K for the year ending December 31, 2011. Mr. Heintz will remain with the Company as Corporate Vice President, Finance until his retirement from the Company, which is expected to occur prior to March 31, 2012.

In addition, on November 16, 2011, the Board of Directors of the Company elected Kenneth L. Bedingfield as Corporate Vice President, Finance effective as of November 28, 2011, and as Corporate Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer) effective upon Mr. Heintz’s retirement from the position of Corporate Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer). From 1994 through November 2011, Mr. Bedingfield, 39, served in various capacities with KPMG LLP, including as the National Client Leader for KPMG’s Aerospace and Defense audit practice since December 2010 and as audit partner since October 2005.

Mr. Bedingfield will receive salary, bonus and equity awards, and will participate in other benefit and compensation plans, at levels consistent with his position and scope of responsibility. The Company has not entered into a material compensatory arrangement with Mr. Bedingfield and has not granted a material award in connection with this appointment.

A copy of the Company’s press release announcing Mr. Heintz’s retirement, as well as Mr. Bedingfield’s election as Corporate Vice President, Controller and Chief Accounting Officer is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release (“Northrop Grumman Elects Kenneth L. Bedingfield, Corporate Vice President, Controller and Chief Accounting Officer, Effective 2012; Kenneth N. Heintz to Retire”), dated November 17, 2011

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: November 17, 2011

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release (“Northrop Grumman Elects Kenneth L. Bedingfield, Corporate Vice President, Controller and Chief Accounting Officer, Effective 2012; Kenneth N. Heintz to Retire”), dated November 17, 2011



News Release

Contact: Randy Belote
(703) 280-2720
Randy.belote@ngc.com

Northrop Grumman Elects Kenneth L. Bedingfield, Corporate Vice President, Controller and Chief Accounting Officer, Effective 2012; Kenneth N. Heintz to Retire

FALLS CHURCH, Va. – Nov. 17, 2011 – Northrop Grumman Corporation (NYSE:NOC) announced today that its board of directors has elected Kenneth L. Bedingfield corporate vice president, controller and chief accounting officer, effective in 2012. He will initially join the company on Nov. 28, 2011, as a corporate vice president reporting to James F. Palmer, corporate vice president and chief financial officer. He will assume the duties of controller and chief accounting officer after the company files its 2011 annual report. Kenneth N. Heintz, the company's current controller and chief accounting officer, will retire from the company in 2012.

A photo accompanying this release is available at: <http://media.globenewswire.com/noc/mediagallery>

"We are delighted to welcome Ken Bedingfield to our senior business management team," Palmer said. "He is a seasoned financial executive with deep experience across aerospace and defense and other business sectors. He has a proven track record of leading high performance teams and will contribute significantly to our drive to deliver top performance and value for our shareholders, customers and employees."

"We want to thank Ken Heintz for his many contributions to Northrop Grumman," Palmer said. "He has provided great confidence and credibility to our company's financial reporting and controls. Ken has been an outstanding leader as our company's controller and he will be missed. We wish him well in his upcoming retirement."

In his role as controller and chief accounting officer, Bedingfield will serve as a key financial advisor to senior management and the audit committee of the board of directors. He will lead all aspects of corporate accounting operations including maintenance and enforcement of corporate accounting policies and procedures in accordance with Generally Accepted Accounting Principles (GAAP) and Securities and Exchange Commission (SEC) requirements, ensuring the integrity of the company's financial data and reporting. He will also ensure appropriate accounting practices and strong internal controls over financial reporting and provide critical accountability for operational finance leadership across the company.

Northrop Grumman Corporation
2980 Fairview Park Drive • Falls Church, VA 22042
www.northropgrumman.com/media

Northrop Grumman Elects Kenneth L. Bedingfield Corporate Vice President, Controller and Chief Accounting Officer; Kenneth N. Heintz to Retire

Bedingfield comes to Northrop Grumman with more than 17 years of management and accounting experience with KPMG LLP, most recently as the national client leader of its U.S. Aerospace and Defense audit practice. He has been an audit partner with KPMG since 2005, has led the company's audit team for a large U.S. aerospace company and has served as the lead partner for VeriSign, an international public company. He has extensive experience in all aspects of SEC rules and regulations and financial reporting.

Bedingfield earned a bachelor's degree in accounting from the University of Maryland at College Park. He is a certified public accountant and is a member of the American Institute of Certified Public Accountants.

He serves as treasurer of the Boy Scouts of America National Capital Area Council; on the Accounting Advisory Board of the University of Maryland at College Park; and he chairs the Audit Committee of the Executive Board of the University System of Maryland Foundation.

Northrop Grumman is a leading global security company providing innovative systems, products and solutions in aerospace, electronics, information systems, and technical services to government and commercial customers worldwide. Please visit www.northropgrumman.com for more information.

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