
**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)
December 5, 2014**

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.

On December 5, 2014, the Board of Directors of Northrop Grumman Corporation (the “Company”) elected Kenneth L. Bedingfield as Corporate Vice President and Chief Financial Officer (Principal Financial Officer) effective the day after the Company files its Form 10-K for the year ending December 31, 2014. Mr. Bedingfield has been employed by the Company since 2011. He is currently the Vice President, Finance, a position he has held since July 2014. Prior to his current position, Mr. Bedingfield, age 42, served as Vice President and Chief Financial Officer, Aerospace Systems sector; Corporate Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer); and Corporate Vice President, Finance. From 1994 through November 2011, Mr. Bedingfield served in various capacities with KPMG LLP, including as National Client Leader for KPMG’s Aerospace and Defense audit practice since December 2010 and as audit partner since October 2005.

On December 5, 2014, James F. Palmer, Corporate Vice President and Chief Financial Officer (Principal Financial Officer), notified the Company that he will retire from the Company on July 3, 2015. He will leave his position as Principal Financial Officer effective the day after the Company files its Form 10-K for the year ending December 31, 2014, and remain with the Company as Corporate Vice President until his retirement on July 3, 2015.

In connection with his appointment, Mr. Bedingfield will receive a salary of \$700,000 and have a target bonus of 100%. He will participate in other benefit and compensation plans at levels consistent with his position and scope of responsibility.

A copy of the Company’s press release announcing Mr. Bedingfield’s election as Corporate Vice President and Chief Financial Officer and Mr. Palmer’s retirement 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 and Chief Financial Officer; James F. Palmer to Retire in 2015”), dated December 8, 2014

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: December 8, 2014

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1	Press Release ("Northrop Grumman Elects Kenneth L. Bedingfield Corporate Vice President and Chief Financial Officer; James F. Palmer to Retire in 2015"), dated December 8, 2014

NORTHROP GRUMMAN



News Release

Contact: Randy Belote
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randy.belote@ngc.com

Northrop Grumman Elects Kenneth L. Bedingfield Corporate Vice President and Chief Financial Officer; James F. Palmer to Retire in 2015

FALLS CHURCH, Va. -- Dec. 8, 2014 -- Northrop Grumman Corporation (NYSE: NOC) announced today that its board of directors has elected Kenneth L. Bedingfield, corporate vice president and chief financial officer, effective after the company files its 2014 annual report. Bedingfield will succeed James F. Palmer, who has announced his intention to retire in 2015.

A photo accompanying this release is available at: <http://media.globenewswire.com/noc/mediagallery.html?pkgid=29510>

In his new role, Bedingfield will be responsible for the company's overall business management function and activities including accounting; treasury; contracts and pricing; financial planning; tax; internal audit; investor relations; and trust administration and investments. He will report to Wes Bush, the company's chairman, chief executive officer and president, and become a member of the company's Corporate Policy Council.

The company expects to file its annual report in February 2015, at which time Palmer will continue as a corporate vice president with the company until he retires in the summer of 2015. This will facilitate an orderly transition.

"We are delighted to welcome Ken Bedingfield, a highly respected financial executive, to our senior management team," Bush said. "He brings broad-based business management and financial expertise to his new position. We look forward to his contributions to our company's performance for our shareholders, customers and employees.

"Jim Palmer has provided exceptional leadership as Northrop Grumman's chief financial officer for the past eight years," said Bush. "He has been instrumental in our drive to improve performance, optimize our portfolio and strategically deploy our resources. We thank Jim for his many contributions to our company's success."

Northrop Grumman Corporation
2980 Fairview Park Drive • Falls Church, VA 22042-4511
www.northropgrumman.com/media

Northrop Grumman Elects Kenneth L. Bedingfield Corporate Vice President and Chief Financial Officer; James F. Palmer to Retire in 2015

Bedingfield joined Northrop Grumman in 2011. Currently, he is vice president, Finance, in the corporate office, has responsibility for operational finance matters across the company and all sector chief financial officers report to him. Previously, Bedingfield served as vice president, Business Management and chief financial officer for Northrop Grumman's Aerospace Systems sector. He also has served as corporate vice president, controller and chief accounting officer for the corporation.

Prior to joining Northrop Grumman, he spent 17 years at KPMG LLP, most recently as the national client leader of its U.S. aerospace and defense audit practice.

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

Northrop Grumman is a leading global security company providing innovative systems, products and solutions in unmanned systems, cyber, C4ISR, and logistics and modernization to government and commercial customers worldwide. Please visit www.northropgrumman.com for more information.

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