FORM 8-K

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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, 2012

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NORTHROP GRUMMAN CORPORATION

(Exact name of registrant as specified in its charter)

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DELAWARE	**1-16411**	**No. 80-0640649**
(State or Other Jurisdiction of	**(Commission File Number)**	**(I.R.S. Employer**
Incorporation or Organization)		**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.

    (b)   On November 16, 2012, Lewis W. Coleman notified the Chairman of the Board of Directors of Northrop Grumman Corporation (the "Company") of his intention to resign from the Board effective as of November 30, 2012. A copy of his letter of resignation is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

    (d)   Exhibits

Exhibit No.	Description
Exhibit 99.1	Resignation letter dated November 16, 2012.

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 20, 2012

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Exhibit No.	Description
Exhibit 99.1	Resignation letter dated November 16, 2012

Exhibit 99.1

November 16, 2012

Wes Bush
Chairman of the Board of Directors
Northrop Grumman Corporation
2980 Fairview Park Drive
Falls Church, VA 22042

Dear Wes:

It is with great reluctance that I hereby tender my resignation as a director of Northrop Grumman Corporation, effective November 30, 2012. Over the past months, my duties as President and Chief Financial Officer of Dreamworks Animation have required an ever increasing amount of my time and focus, including a substantial amount of international travel. I do not see that situation changing in the foreseeable future; therefore, I believe it is in the best interests of the Company for me to submit my resignation from the Board.

My eleven years on the Board have seen many changes at the Company, including new leadership, portfolio shaping to position the Company for the emerging environment, tremendous focus on performance, and relocation of the Company headquarters from Los Angeles to the Washington, DC area. It has been my pleasure and privilege to be a part of that journey. I believe the Company is well positioned for the future, to serve its customers, employees and shareholders.

I send my very best wishes to you, my colleagues on the Board, and the Company. I look forward to your many successes in the months and years to come.

Very truly yours,

_/s/ Lewis W. Coleman_____
Lewis W. Coleman
Director