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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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)  
March 18, 2011

**NORTHROP GRUMMAN CORPORATION**

(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation)

1-16411  
(Commission  
File Number)

95-4840775  
(IRS Employer  
Identification No.)

1840 Century Park East, Los Angeles, CA  
(Address of principal executive offices)

90067  
(Zip Code)

(310) 553-6262  
Registrant's telephone number, including area code

(Former name or former address, if changed since last report)

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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 7.01 Regulation FD Disclosure**

The Company issued a press release on March 18, 2011 announcing that the Form 10 Registration Statement for the spin-off of its wholly owned subsidiary, Huntington Ingalls Industries, Inc. (HII), has been declared effective by the U.S. Securities and Exchange Commission. A copy of the press release is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued March 18, 2011 by Northrop Grumman Corporation

**SIGNATURES**

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**

March 18, 2011  
(Date)

By: /s/ Jennifer C. McGarey  
(Signature)  
Jennifer C. McGarey  
Corporate Vice President and Secretary

The logo for Northrop Grumman, featuring the company name in a bold, blue, sans-serif font with a blue swoosh underline.**News Release**

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Huntington Ingalls Industries, Inc. Form 10 Registration Statement Declared Effective

LOS ANGELES — March 18, 2011 — Northrop Grumman Corporation (NYSE: NOC) today announced that the Form 10 Registration Statement for the spin-off of its wholly owned subsidiary, Huntington Ingalls Industries, Inc. (HII), has been declared effective by the U.S. Securities and Exchange Commission. The Form 10 includes an Information Statement containing details of the spin-off and important information about HII. The Information Statement will be mailed to Northrop Grumman stockholders prior to the anticipated March 31, 2011, distribution date for the spin-off, and can also be accessed on the investor relations page of the Northrop Grumman website at [www.northropgrumman.com](http://www.northropgrumman.com).

Northrop Grumman stockholders of record at the close of business of the New York Stock Exchange (NYSE) on the record date scheduled for March 30, 2011, will receive one share of HII common stock for every six shares of Northrop Grumman common stock held. Stockholders will receive cash in lieu of fractional shares of HII.

Northrop Grumman is a leading global security company whose 120,000 employees provide innovative systems, products and solutions in aerospace, electronics, information systems, and technical services to government and commercial customers worldwide. Please visit [www.northropgrumman.com](http://www.northropgrumman.com) for more information.

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Statements in this release, other than statements of historical fact, constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements involve risks, uncertainties and assumptions. Actual results may differ materially from those expressed in these forward-looking statements due to factors such as: the effect of economic conditions in the United States and globally; access to capital; future sales and cash flows; changes in government and customer priorities and requirements (including government budgetary constraints, shifts in defense spending, changes in import and export policies, and changes in customer short-range and long-range plans); and other risk factors disclosed in our filings with the U.S. Securities and Exchange Commission. There may be other

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Huntington Ingalls Industries, Inc. Form 10 Registration Statement Declared Effective

risks and uncertainties that we are unable to predict at this time or that we currently do not expect to have a material adverse effect on our business. Any such risks or uncertainties could cause our results to differ materially from those expressed in forward-looking statements.

You should not put undue reliance on any forward-looking statements in this release. These forward-looking statements speak only as of the date of this release and we undertake no obligation to update any forward-looking statements after we distribute this release.

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**Northrop Grumman Corporation**  
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