
**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)
September 15, 2010**

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. 95-4840775
(I.R.S. Employer
Identification Number)**

**1840 Century Park East, Los Angeles, California 90067
www.northropgrumman.com
(Address of principal executive offices and internet site)**

**(310) 553-6262
(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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Section 5 — Corporate Governance and Management

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

The Independent Members of the Board of Directors of Northrop Grumman Corporation (the “Company”) approved certain terms of a relocation arrangement consistent with company policy for Wesley G. Bush, Chief Executive Officer and President, in connection with the relocation of the Company headquarters to Virginia. The terms are set forth in their entirety in a letter dated September 21, 2010, signed by Mr. Lewis W. Coleman, Chairman of the Board of the Company, and accepted by Mr. Bush. A copy of the letter is attached as Exhibit 10.1 to this Report.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 10.1 Letter dated September 21, 2010, from Lewis W. Coleman, Chairman of the Board of the Company, regarding terms of the relocation arrangement for Wesley G. Bush, Chief Executive Officer and President of the Company, in connection with the relocation of the Company headquarters.

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/ Joseph F. Coyne, Jr.

Joseph F. Coyne, Jr.
Corporate Vice President,
Deputy General Counsel and Secretary

Date: September 21, 2010

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
10.1	Letter dated September 21, 2010, from Lewis W. Coleman, Chairman of the Board of the Company, regarding terms of the relocation arrangement for Wesley G. Bush, Chief Executive Officer and President of the Company, in connection with the relocation of the Company headquarters.



Northrop Grumman Corporation
1840 Century Park East
Los Angeles, CA 90067-2199
Telephone 310-201-3000

September 21, 2010

Dear Wes,

This letter serves to confirm the terms of your relocation to Virginia as approved by the Board of Directors. You will receive the following benefits in accordance with the company's relocation policy and as approved by the Board of Directors:

1. Company purchase of your current residence under the Buy-Out provision of the relocation policy. This purchase by the company may occur at any time between the current date and the date of your move.
2. Reimbursement of loss on sale of your current residence, up to a limit of \$250,000. The amount of the loss on sale will be grossed up.
3. Reimbursement for duplicate housing costs, for a period of up to 60 calendar days. If you reside in a company-owned residence for any period longer than 60 days, you will pay the company the full fair market rent value of the housing for that additional period.
4. Movement of household goods and up to two vehicles.

In accordance with your request, you will not receive any of the other reimbursements that would normally be provided under the Company's relocation policy.

Once you have acquired a residence in Virginia, the company will provide or reimburse you for enhancements to the residence deemed necessary by the company for your security under the Company's Security Program.

Sincerely,

/s/ LEW COLEMAN
Lew Coleman
Chairman of the Board

Accepted:

/s/ WES BUSH
Wes Bush
Chief Executive Officer and President