

**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)
February 14, 2012

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

(d) Election of New Director

On February 14, 2012, the Board of Directors of Northrop Grumman Corporation (the “Company”) elected Admiral Gary Roughead to the Board of Directors effective February 16, 2012. Admiral Roughead most recently served as the 29th Chief of Naval Operations from September 2007 until his retirement from active duty in September 2011. He served on active duty in the U.S. Navy for 38 years in various positions.

The Board of Directors appointed Admiral Roughead to the Audit Committee and the Policy Committee.

Admiral Roughead is entitled to receive an annual cash retainer of \$115,000 per year as well as an additional \$10,000 retainer for serving on the Audit Committee. In addition, Admiral Roughead will receive an annual equity grant of \$130,000 in deferred stock units to be paid out at the conclusion of his board service, or earlier, as specified by Admiral Roughead, if he has five or more years of service. Admiral Roughead’s retainer fees and equity grant will be prorated for 2012, and all or a portion of his retainer fees may be deferred, at his election, into his deferred stock unit account.

On February 14, 2012, the Board of Directors also approved an increase in the size of the Board from 12 members to 13 members.

A copy of the Company’s press release announcing the election of Admiral Roughead 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 Admiral Gary Roughead to Its Board of Directors”), dated February 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: February 17, 2012

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release (“Northrop Grumman Elects Admiral Gary Roughead to Its Board of Directors”), dated February 16, 2012

NORTHROP GRUMMAN



News Release

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

Former U.S. Navy Chief of Naval Operations Gary Roughead Joins Northrop Grumman Board of Directors

FALLS CHURCH, Va. — Feb. 16, 2012 — Northrop Grumman Corporation (NYSE:NOC) announced today that it has elected retired U.S. Navy Admiral Gary Roughead to its board of directors. Roughead served as the 29th Chief of Naval Operations for the Navy prior to his retirement from the service in 2011. The addition of Roughead increases Northrop Grumman's board of directors to 13 members, 12 of whom are nonemployee directors.

A photo accompanying this release is available at: <http://media.globenewswire.com/noc/mediagallery.html?pkgid=11677&max=3&start=0>

"Gary Roughead brings to our board a deep understanding of the global security challenges our nation and its allies are facing," said Wes Bush, chairman, chief executive officer and president. "He possesses outstanding leadership experience and expertise, and is an excellent addition to our board as we continue to advance our performance for our shareholders, customers and employees."

Roughead was appointed the U. S. Navy's Chief of Naval Operations in 2007, where he served until his retirement in 2011. His active duty in the Navy spanned 38 years. He is one of only two officers to have commanded the fleets in the Pacific and Atlantic, commanding the U.S. Pacific Fleet and Joint Task Force 519, as well as U.S. Fleet Forces Command, where he was responsible for ensuring Navy forces were trained, ready, equipped and prepared to operate around the world, where and when needed.

He also served as commandant, U.S. Naval Academy and Chief of Legislative Affairs for the Department of the Navy. Roughead is a graduate of the U.S. Naval Academy.

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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