

**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)
October 20, 2008**

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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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) Election of Two New Directors

(1) On October 20, 2008, Northrop Grumman Corporation (the “Company”) elected Bruce S. Gordon and Madeleine Kleiner to its Board of Directors (the “Board”).

Bruce S. Gordon, 62, served as president and chief executive officer for the National Association for the Advancement of Colored People (NAACP) from 2005 to 2007. He retired as president of the Retail Markets Group for Verizon Communications Inc. in 2003. Mr. Gordon currently serves as lead director of Tyco International LTD and as a director of CBS Corporation.

Madeleine Kleiner, 57, most recently served as executive vice president and general counsel for Hilton Hotels Corporation from January 2001 until January 2008.

(2) There is no arrangement or understanding between Mr. Gordon nor Ms. Kleiner and any other persons pursuant to which either Mr. Gordon or Ms. Kleiner was selected as a director.

(3) Mr. Gordon was appointed to the Compensation Committee and the Policy Committee of the Board. Ms. Kleiner was appointed to the Audit Committee and the Governance Committee.

(4) No information is required by Item 404(a) of Regulation S-K.

(5) Mr. Gordon and Ms. Kleiner are each entitled to receive a director retainer fee of \$220,000 per year of which \$100,000 is paid in cash and \$120,000 is deferred into a stock unit account pursuant to the Company’s 1993 Stock Plan for Non-Employee Directors and will be paid out in Company Common Stock at the conclusion of each of Mr. Gordon’s and Ms. Kleiner’s service. Ms. Kleiner is entitled to receive an additional \$10,000 for serving on the Audit Committee. The retainer for each new director will be prorated in 2008.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

(a) Amendment to Bylaws

On October 20, 2008, the Board approved an amendment to Article III, Section 3.02 of the Bylaws of the Company to increase the authorized number of directors of the Company from twelve (12) to fourteen (14).

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit 3.2	Amendment to Article III, Section 3.02 of Bylaws
Exhibit 99.1	Press Release (“Northrop Grumman Elects Bruce S. Gordon to Board of Directors”), dated October 20, 2008
Exhibit 99.2	Press Release (“Northrop Grumman Elects Madeleine Kleiner to Board of Directors”), dated October 20, 2008

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

(Registrant)

By: /s/ Stephen D. Yslas

Stephen D. Yslas
Corporate Vice President, Secretary
and Deputy General Counsel

Date: October 23, 2008

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
3.2	Amendment to Article III, Section 3.02 of Bylaws
99.1	Press Release (“Northrop Grumman Elects Bruce S. Gordon to Board of Directors”), dated October 20, 2008
99.2	Press Release (“Northrop Grumman Elects Madeleine Kleiner to Board of Directors”), dated October 20, 2008

Northrop Grumman Corporation Bylaws Amendment
October 20, 2008

Section 3.02 Number

Excepts as otherwise fixed pursuant to the provisions of Section 2 of Article Fourth of the Certificate in connection with rights to elect additional directors under specific circumstances which may be granted to the holders of any class or series of Preferred Stock, par value One Dollar (\$1.00) per share of the Corporation ("Preferred Stock"), the Board of Directors shall consist of fourteen authorized directorships.



News Release

Contact: Dan McClain
(310) 201-3335
dan.mcclain@ngc.com

Northrop Grumman Elects Bruce S. Gordon to Board of Directors

LOS ANGELES — Oct. 20, 2008 — Northrop Grumman Corporation (NYSE:NOC) announced today that Bruce S. Gordon has been elected to the company's board of directors.

A photo accompanying this release is available at:

<http://media.primezone.com/noc/>

Northrop Grumman's board now totals 14 members, 13 of whom are non-employee directors.

"Bruce Gordon is a highly experienced director with a distinguished career as an executive in the telecommunications industry and as the leader of the NAACP," said Ronald D. Sugar, Northrop Grumman chairman and chief executive officer.

Gordon completed a 35-year career in the telecommunications industry in 2003, retiring as the President of the Retail Markets Group for Verizon Communications Inc. As an employee of Bell Atlantic corporation, he served as Group President of the Enterprise Business Unit, President of Consumer Services, Vice President of Marketing and Sales, Vice President of Sales, and General Manager of Marketing for Pennsylvania & Delaware. He started with the company in 1968. Gordon later became the first business executive to head the National Association for the Advancement of Colored People (NAACP), and led the 500,000 member organization from 2005 to 2007. During his tenure Gordon worked to foster diversity and inclusion and to achieve greater economic equality for all Americans.

Gordon currently serves as lead director of Tyco International LTD and as a director of CBS Corporation. He previously served on the boards of Southern Company, Office Depot, Best Foods, Infinity Broadcasting and The Bartech Group. He is a trustee of the Alvin Ailey Dance Foundation, The Barnes Foundation, UNICEF, National Underground Railroad Freedom Center, and Commission on African American Men and Boys; a member of the Executive Leadership Council; and recently chaired the Chancellor's Advisory Board on Student Motivation in the New York Public School System. He is a former trustee of Gettysburg College and Lincoln Center.

The American Advertising Federation inducted Gordon into the Advertising Hall of Fame, the industry's most prestigious honor, in March 2007. *Ebony* magazine named him one of its "100 Most Influential Black Americans and Organization Leaders" in May

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Northrop Grumman Elects Bruce S. Gordon to Board of Directors

2006. He was ranked #6 on *Fortune* magazine's list of the "50 Most Powerful Black Executives" in July 2002. *Black Enterprise* magazine named him executive of the year in 1998.

Gordon earned his bachelor of arts degree from Gettysburg College and a masters of science degree in management from the Massachusetts Institute of Technology as an Alfred P. Sloan Fellow.

Northrop Grumman Corporation is a global defense and technology company whose 120,000 employees provide innovative systems, products, and solutions in information and services, electronics, aerospace and shipbuilding to government and commercial customers worldwide.

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News release

Contact: Dan McClain
(310) 201-3335
dan.mcclain@ngc.com

Northrop Grumman Elects Madeleine Kleiner to Board of Directors

LOS ANGELES — Oct. 20, 2008 — Northrop Grumman Corporation (NYSE:NOC) announced today that Madeleine Kleiner, former executive vice president and general counsel for Hilton Hotels Corporation, has been elected to the company's board of directors.

A photo accompanying this release is available at:

<http://media.primezone.com/noc/>

Northrop Grumman's board now totals 14 members, 13 of whom are non-employee directors.

"Madeleine Kleiner's broad-based business, legal and public affairs experience makes her an outstanding choice for our board," said Ronald D. Sugar, Northrop Grumman chairman and chief executive officer.

In her role at Hilton, Kleiner was responsible for overseeing the company's legal affairs and the ethics, privacy and government affairs functions, and was a member of the executive committee, with significant responsibility for board of directors matters. She left Hilton in Feb. 2008 after completing her responsibilities in connection with the sale of the company.

Previously, she served as senior executive vice president, chief administrative officer and general counsel of H.F. Ahmanson & Company and its subsidiary, Home Savings of America. She was responsible for overseeing the legal department, as well as human resources, legislative and government affairs and corporate communications.

Kleiner previously was a partner at the Los Angeles-based law firm of Gibson, Dunn and Crutcher, where she practiced corporate law, representing clients in mergers and acquisitions, as well as securities transactions and general corporate matters, including advising boards of directors in connection with such matters.

From 1999 through 2001 she served as a director of a number of Merrill Lynch mutual funds operating under the Hotchkiss and Wiley name.

Kleiner served as vice chair of the Client Relations Committee of the Los Angeles County Bar Association and Assistant Secretary to the Performing Arts Council of the Los Angeles Music Center and on the Board of Directors of Public Counsel, including serving as Chairman of the Board. Kleiner is a member of the UCLA Medical Center Board of Advisors and a member of the boards of the New Village Charter School and

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Northrop Grumman Elects Madeleine Kleiner to Board of Directors

serving as Chairman of the Board. Kleiner is a member of the UCLA Medical Center Board of Advisors and a member of the boards of the New Village Charter School and the Women's Foundation of California. In 2003, Kleiner was named ACCA-SoCal Pro Bono Corporate Counsel of the year and received the Corporate Legal Times/LexisNexis Distinguished Legal Service Award. In 2004, LACBA selected her as the Corporate Counsel of the year and presented her with the Outstanding Corporate Counsel Award. In 2006, she was presented with the Constitutional Rights Foundation Bill of Rights Award, and in 2007 she received the Anthony G. Marshall Award recognizing pioneering and contribution in the field of hospitality law.

Kleiner earned her bachelor's degree from Cornell University and her Juris Doctorate from Yale Law School. Upon graduation, she served as a law clerk to the Honorable William P. Gray, U.S. District Court for the Central District of California.

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