

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): 01/28/2008

NORTHROP GRUMMAN CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number: 1-16411

Delaware
(State or other jurisdiction of
incorporation)

95-4840775
(IRS Employer
Identification No.)

1840 Century Park East, Los Angeles, CA 90067
(Address of principal executive offices, including zip code)

(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

(b) On January 22, 2008, James R. O'Neill, Corporate Vice President and President, Information Technology sector of the Company, informed the Company of his plans to retire. Mr. O'Neill will resign from his role as President, Information Technology effective February 1, 2008, and he will continue to hold his position as Corporate Vice President until May 1, 2008. On January 25, 2008, the Company issued a press release announcing Mr. O'Neill's plans to retire, furnished as Exhibit 99.1 of this report.

(e) In connection with Mr. O'Neill's retirement, the Compensation and Management Development Committee of the Company's Board of Directors authorized that he be offered a severance agreement that includes modifications to the terms and conditions of certain plans in which he participates and grants he has received, as well as a cash severance payment. If Mr. O'Neill accepts the severance agreement, a summary of its terms will be provided as an amendment to this Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit 99.1 Press Release, dated January 25, 2008

Signature(s)

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

Date: January 28, 2008

By: /s/ STEPHEN D. YSLAS

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

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-99.1	Press Release

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

Northrop Grumman Elects Linda A. Mills President, Information Technology Sector; James R. O'Neill to Retire

LOS ANGELES - Jan. 25, 2008 - Northrop Grumman Corporation (NYSE: NOC) announced today that its board of directors has elected Linda A. Mills, 58, corporate vice president and president of its Information Technology (IT) sector effective Feb. 1, 2008. She succeeds James R. O'Neill, 54, who has announced his decision to retire from the company on May 1, 2008. Mills will report to Ronald D. Sugar, the company's chairman and chief executive officer. Following Feb. 1, O'Neill will continue to report to Sugar, serving as a strategic advisor and providing support to Mills as she takes on her new role.

A photo accompanying this news release is available at: <http://media.primezone.com/noc/>

"We are pleased to have Linda Mills lead our Information Technology sector," Sugar said. "She is an accomplished leader and is broadly experienced in information technology, program management, operational excellence and customer relationships. She has excelled in a wide variety of assignments in our Mission Systems and IT sectors."

As president of the IT sector, Mills will lead a premier provider of advanced information technology, engineering, and business solutions for domestic and international government clients, with sales of approximately \$4 billion and approximately 18,500 people worldwide.

"We greatly appreciate the contributions made by Jim O'Neill to Northrop Grumman since he joined the company in 2002," Sugar said. "As president of Information Technology, Jim led Northrop Grumman's IT business to very strong competitive positions in both traditional and adjacent businesses. On behalf of the entire senior management team, we wish him well in his retirement."

Mills joined Northrop Grumman with the TRW acquisition in 2002 and is currently president of the Civilian Agencies business group of the IT sector. She previously served as the sector's vice president for Operations and Processes. Prior to joining the IT sector, she was vice president for Mission Assurance/Six Sigma at the

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company's Mission Systems sector where she served in a number of increasingly responsible leadership positions since joining the company in 1979.

Mills earned a bachelor's degree in mathematics from Santa Clara University and a master's degree in computer science from the University of Illinois. She was honored as one of *Profiles in Diversity Journal's* "Women Worth Watching in 2007" for her leadership achievements.

Northrop Grumman Corporation is a \$32 billion 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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