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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**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 6, 2013**

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**NORTHROP GRUMMAN CORPORATION**

**(Exact name of registrant as specified in its charter)**

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**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.**

On February 7, 2013, Northrop Grumman Corporation (the “Company”) announced that Kenneth L. Bedingfield, Corporate Vice President, Controller and Chief Accounting Officer of the Company (Principal Accounting Officer), assumed a new role within the Company, as Chief Financial Officer of the Aerospace Systems sector, effective February 7, 2013.

In addition, on February 6, 2013, the Board of Directors of the Company elected Michael Hardesty as Corporate Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer) effective February 7, 2013. Mr. Hardesty, who has been employed by the Company since 2004, is currently the Chief Financial Officer for Northrop Grumman's Information Systems sector, a position he has held since July, 2011. Prior to his current position, Mr. Hardesty held several other positions with the Company, including Vice President, Internal Audit and Chief Financial Officer of the Enterprise Shared Services and Information Technology Solutions organizations.

Mr. Hardesty, age 41, will receive salary, bonus and equity awards, and will participate in other benefit and compensation plans, at levels consistent with his position and scope of responsibility. In connection with his election to the position of Corporate Vice President, Controller and Chief Accounting Officer, the Compensation Committee of the Board of Directors of the Company approved an award of 3,834 restricted stock rights with 100% of such rights vesting on February 6, 2016. The Company has not entered into any other material compensatory arrangement specific to Mr. Hardesty.

A copy of the Company's press release announcing Mr. Hardesty's election as Corporate Vice President, Controller and Chief Accounting Officer, as well as Mr. Bedingfield's new position, 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 Michael Hardesty Corporate Vice President, Controller and Chief Accounting Officer”), dated February 7, 2013

**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 7, 2013

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 99.1	Press Release ("Northrop Grumman Elects Michael Hardesty Corporate Vice President, Controller and Chief Accounting Officer"), dated February 7, 2013

***NORTHROP GRUMMAN***



## News Release

Contact: Randy Belote (Media)  
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### Northrop Grumman Elects Michael Hardesty Corporate Vice President, Controller and Chief Accounting Officer

FALLS CHURCH, Va. -Feb. 7, 2013 - Northrop Grumman Corporation (NYSE: NOC) announced today that its board of directors has elected Michael Hardesty corporate vice president, controller and chief accounting officer, effective immediately. He will report to James F. Palmer, corporate vice president and chief financial officer (CFO). Hardesty replaces Kenneth L. Bedingfield, who has been appointed vice president, business management and CFO for the company's Aerospace Systems sector.

A photo accompanying this release is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=17023>

“Michael Hardesty is a seasoned financial executive with strong public accounting experience, ” Palmer said. “His broad experience, both within Northrop Grumman and in public accounting, will contribute significantly to his leadership of the company's accounting policies and operations, as well as our drive to deliver top performance and value for our shareholders, customers and employees.”

In his role as controller and chief accounting officer, Hardesty will serve as a financial advisor to senior management and the audit committee of the board of directors. He will lead all aspects of corporate accounting operations including maintenance and enforcement of corporate accounting policies and procedures in accordance with Generally Accepted Accounting Principles and Securities and Exchange Commission requirements, ensuring the integrity of the company's financial data and reporting. He will also ensure appropriate accounting practices and strong internal controls over financial reporting and provide critical accountability for operational finance leadership across the company.

Hardesty previously served as vice president of business management and CFO for Northrop Grumman's Information Systems sector, where he was responsible for all sector business management areas encompassing finance, accounting, contracts, pricing, procurement, regulatory and export compliance, real estate and facilities.

**Northrop Grumman Corporation**  
2980 Fairview Park Drive • Falls Church, VA 22042-4511  
[www.northropgrumman.com/media](http://www.northropgrumman.com/media)

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Since joining Northrop Grumman in 2004, Hardesty has held leadership positions at the corporate and sector levels, including vice president, internal audit for the corporation, and vice president and CFO of the company's Enterprise Shared Services and Information Technology Solutions organizations. Before joining Northrop Grumman, he spent 10 years with Deloitte & Touche, attaining the level of audit senior manager.

Hardesty earned a bachelor's degree in accounting from the University of Southern California and is a certified public accountant.

Northrop Grumman is a leading global security company providing innovative systems, products and solutions in unmanned systems, cybersecurity, C4ISR, and logistics and modernization to government and commercial customers worldwide. Please visit [www.northropgrumman.com](http://www.northropgrumman.com) for more information.

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