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

**Form 8-K/A**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): 04/04/2008**

**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 8.01. Other Events**

Northrop Grumman Corporation (the "Company") is filing this amendment to its current Report on Form 8-K filed on February 21, 2008, which reported that the Company called for redemption on April 4, 2008 (the "Redemption Date"), all of its issued and outstanding shares of Series B Convertible Preferred Stock (the "Preferred Stock").

On April 4, 2008, the Company completed its redemption of the Preferred Stock. A copy of the press release dated April 4, 2008, announcing completion of the redemption is attached as Exhibit 99.1. Based on the redemption ratio formula, holders of Preferred Stock received 1.299246 shares of the Company's common stock (the "Common Stock") for each share of Preferred Stock. The Company redeemed 17,947 shares of Preferred Stock for approximately 23,300 shares of Common Stock. Prior to the Redemption Date, holders of 3,482,053 shares of Preferred Stock elected to convert their shares into Common Stock, resulting in the issuance of approximately 6,345,000 shares of Common Stock. In total the Company issued approximately 6,368,300 shares of Common Stock as a result of the redemption and conversion of the Preferred Stock.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Exhibit 99.1 Press Release dated April 4, 2008

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**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: April 07, 2008

By: /s/ Stephen D. Yslas

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

## Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
EX-99.1	Press Release dated April 4, 2008

Contacts: Tom Henson (Media)  
(310) 201-3458  
Denny McSweeney (Investors)  
(310) 229-1311

**Northrop Grumman Completes Redemption of Series B Convertible Preferred Stock**

LOS ANGELES - April 4, 2008 - Northrop Grumman Corporation (NYSE: NOC) today announced that it has completed the previously announced redemption of its Series B Convertible Preferred Stock ("Preferred Stock").

Based on the redemption ratio formula, holders of Preferred Stock received 1.299246 shares of NOC common stock ("Common Stock") for each share of Preferred Stock. The redemption ratio formula calls for Preferred Stock holders to receive a number of Common Stock shares equal to \$100 (the liquidation value of each share of Preferred Stock) plus \$1.536111 (accrued Preferred Stock dividends per share as of April 4, 2008), divided by \$78.15 (the average of the closing prices of Common Stock as reported on the NYSE for the five consecutive trading days ending April 2, 2008). The company redeemed 17,947 shares of Preferred Stock for approximately 23,300 shares of Common Stock.

As previously announced, prior to the mandatory redemption, Preferred Stock holders could elect to convert each share of Preferred Stock into 1.822267 shares of Common Stock at any time prior to 5:00 p.m., EDT, on April 3, 2008. Holders of 3,482,053 shares of Preferred Stock elected to convert their shares into Common Stock prior to the redemption date, resulting in the issuance of approximately 6,345,000 shares of Common Stock.

In total, the company issued approximately 6,368,300 shares of Common Stock as a result of the redemption and conversion. The effect of these shares has previously been included in the company's weighted average shares used for the calculation of fully diluted earnings per share. Preferred Stock holders who have questions about the redemption should contact Computershare Trust Company, as redemption and conversion agent, at (800)546-5141 (within the U.S., Canada and Puerto Rico) or (781)575-2765 (outside the U.S., Canada and Puerto Rico).

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.

**Northrop Grumman Corporation**  
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