

NORTHROP GRUMMAN CORP /DE/

Form 8-K

November 03, 2006

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

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**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)

November 3, 2006

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**NORTHROP GRUMMAN CORPORATION**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or Other Jurisdiction of

**1-16411**  
(Commission File Number)

**No. 95-4840775**  
(I.R.S. Employer

Incorporation or Organization)

**1840 Century Park East, Los Angeles, California 90067**

Identification Number)

**www.northropgrumman.com**

(Address of principal executive offices and internet site)

**(310) 553-6262**

(Registrant's telephone number, including area code)

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(Former name or former address, if changed since last report)

## Edgar Filing: NORTHROP GRUMMAN CORP /DE/ - Form 8-K

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 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.**

On November 3, 2006, Northrop Grumman Corporation (the Company) sent a notice to its directors and executive officers informing them that the Northrop Grumman Savings Plan was changing its record keeper and that, as a result of this change, there will be a blackout period from 4:00 p.m. EST on December 20 through December 31, 2006, during which they will be prohibited from engaging in any transactions in common stock or related equity securities of the Company acquired in connection with service to or employment with the Company. The notice is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) The following item is filed as an exhibit to this report

**Exhibit 99.1** Notice of Blackout Period and Suspension of Trading by Northrop Grumman Corporation's Directors and Executive Officers

**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/ John H. Mullan  
**John H. Mullan**  
**Corporate Vice President and Secretary**

Date: November 3, 2006

**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                     |
|--------------------|------------------------------------------------------------------------------------------------------------------------|
| 99.1               | Notice of Blackout Period and Suspension of Trading by Northrop Grumman Corporation's Directors and Executive Officers |