

NORTHROP GRUMMAN CORP /DE/

Form 8-K

December 22, 2011

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**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)

December 21, 2011

**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)  
**2980 Fairview Park Drive, Falls Church, Virginia 22042**

**No. 80-0640649**  
(I.R.S. Employer  
Identification Number)

**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**

**(e) Compensatory Arrangements of Certain Officers**

On December 21, 2011, the Board of Directors of Northrop Grumman Corporation (the Company ) approved changes to certain executive benefits as follows:

the accrued benefit of participants in the CPC Supplemental Executive Retirement Program and the Officers Supplemental Executive Retirement Program (collectively the Executive Plans ) will be frozen effective December 31, 2014; and

all executive officers who previously participated in the Executive Plans and not the Northrop Grumman Officers Retirement Account Contribution Plan (the ORAC ), will transfer to and commence participating in the ORAC effective January 1, 2015.

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**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: December 22, 2011