NORTHROP GRUMMAN CORP /DE/
Form FWP
July 27, 2009

Filed Pursuant to Rule 433
Registration No. 333-152596
Issuer Free Writing Prospectus dated July 27, 2009
Relating to Preliminary Prospectus Supplement dated July 27, 2009

$850,000,000
Senior Notes Offering
Pricing Term Sheet
July 27, 2009

	3.70% Senior Notes due 2014	**5.05% Senior Notes due 2019**
Issuer:	Northrop Grumman Corporation	Northrop Grumman Corporation
Expected Ratings:(1)	Baa2 (Moody s Investors Service) BBB (Standard & Poor s Ratings Services) BBB+ (Fitch Ratings)	Baa2 (Moody s Investors Service) BBB (Standard & Poor s Ratings Services) BBB+ (Fitch Ratings)
Principal Amount Offered:	$350,000,000	$500,000,000
Pricing Date:	July 27, 2009	July 27, 2009
Settlement Date (T + 3):	July 30, 2009	July 30, 2009
Maturity Date:	August 1, 2014	August 1, 2019
Benchmark Treasury:	2.625% due June 30, 2014	3.125% due May 15, 2019
Benchmark Treasury Yield:	2.591%	3.721%
Spread to Benchmark Treasury:	+115 basis points	+135 basis points
Yield to Maturity:	3.741%	5.071%
Coupon (Interest Rate):	3.70%	5.05%
Day Count Convention:	30 / 360	30 / 360
Price to Public:(2)	99.814%	99.837%

	3.70% Senior Notes due 2014	**5.05% Senior Notes due 2019**
Interest Payment Dates:	February 1 and August 1, commencing February 1, 2010	February 1 and August 1, commencing February 1, 2010
Optional Redemption:	At any time at a discount rate of the Adjusted Treasury Rate +20 basis points	At any time at a discount rate of the Adjusted Treasury Rate +25 basis points
CUSIP / ISIN:	666807 BB7 / US666807BB74	666807 BA9 / US666807BA91
Denominations:	$2,000 and multiples of $1,000 in excess thereof	$2,000 and multiples of $1,000 in excess thereof
Joint Book Running Managers:	Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc. J.P. Morgan Securities Inc. Citigroup Global Markets Inc. Morgan Stanley & Co. Incorporated RBS Securities Inc.	Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc. J.P. Morgan Securities Inc. Citigroup Global Markets Inc. Morgan Stanley & Co. Incorporated RBS Securities Inc.
Co-Managers:	Banca IMI S.p.A. BNP Paribas Securities Corp. Goldman, Sachs & Co. Mitsubishi UFJ Securities (USA), Inc. SunTrust Robinson Humphrey, Inc. Wells Fargo Securities, LLC	Banca IMI S.p.A. BNP Paribas Securities Corp. Goldman, Sachs & Co. Mitsubishi UFJ Securities (USA), Inc. SunTrust Robinson Humphrey, Inc. Wells Fargo Securities, LLC

(1) A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

(2) Plus accrued interest, if any, from July 30, 2009.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC website at *www.sec.gov*. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling one of the numbers listed below:

Credit Suisse Securities (USA) LLC	Deutsche Bank Securities Inc.	J.P. Morgan Securities Inc.
1-800-221-1037 (toll free)	1-800-503-4611 (toll free)	1-212-834-4533 (collect)

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