

NORTHROP GRUMMAN CORP /DE/

Form 8-K

October 21, 2009

**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)

October 21, 2009

Northrop Grumman Corporation

(Exact name of registrant as specified in its charter)

DELAWARE
**(State or Other Jurisdiction
of Incorporation)**

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

95-4840775
**(IRS Employer
Identification No.)**

1840 Century Park East, Los Angeles, CA 90067
(Address of principal executive offices)(Zip Code)
(310) 553-6262

Registrant's telephone number, including area code

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 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 21, 2009, Northrop Grumman Corporation issued a press release announcing its financial results for the quarter ended September 30, 2009, under the heading Northrop Grumman Reports Third Quarter 2009 Financial Results . The press release is furnished as Exhibit 99.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Furnished

Exhibit 99 Press Release dated October 21, 2009

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
(Registrant)

October 21, 2009
(Date)

By: /s/ Joseph F. Coyne, Jr.
(Signature)
Joseph F. Coyne, Jr.
Corporate Vice President, Deputy General Counsel
and Secretary

Exhibit Index

Exhibit No.

Exhibit 99 Furnished Press Release dated October 21, 2009

bottom-width: 1">3A. Deemed Execution Date, if any (Month/Day/Year)4. Transaction Code

(Instr. 8)5. Number of Derivative Securities Acquired (A) or Disposed of (D)

(Instr. 3, 4, and 5)6. Date Exercisable and Expiration Date

(Month/Day/Year)7. Title and Amount of Underlying Securities

(Instr. 3 and 4)8. Price of Derivative Security

(Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Deferred Comp Units \$ 30.3102/29/2008 A

0.6242 (1)(2)(3) (1)(2)(3) Class A Common Stock 0.6242 \$ 30.31 18,069.271 (4) D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRIS FRANK W AKRON POLYMER SYSTEMS INC. 2990 GILCRIST ROAD AKRON, OH 44305	X			

Signatures

Barbara Bolens, as Attorney-In-Fact	03/05/2008
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 **Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The deferred compensation stock units were acquired under the Brady Corporation director deferred compensation plan and are to be settled in installment payments of Brady's Class A Common Stock upon the persons cessation of service as a director.

(2) This security converts to a common stock on 1 for 1 basis.

(3) This Form 4 corrects the Form 5 which was filed on 2/11/2008.

(4) The total shares listed in column 9 represent the aggregate total of the deferred compensation stock units held by the individual as of 2/29/08 and includes deferred compensation stock units issued from 8/1/2007 to 2/28/2008 but were inadvertently not previously filed.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.