

NORTHROP GRUMMAN CORP /DE/
Form S-8 POS
February 02, 2011

Registration No. 333-61936

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

Northrop Grumman Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

95-4840775
(IRS Employer
Identification No.)

1840 Century Park East, Los Angeles, CA 90067
(Address, including zip code, and telephone number, including
area code of registrant's principal executive offices)

1984 Long Term Stock Incentive Plan of Litton Industries, Inc.
(Full Title of the plan)

Sheila C. Cheston
Corporate Vice President and General Counsel
Northrop Grumman Corporation
1840 Century Park East
Los Angeles, California 90067
(310) 553-6262

(Names, address, including zip code, and telephone number
including area code, of agents for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

| | | | |
|---|---|---|--|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |
|---|---|---|--|

(Do not check if a smaller reporting company)

EXPLANATORY NOTE

Deregistration of Securities

Northrop Grumman Corporation (the Company) is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to withdraw and remove from registration the unissued and unsold securities under the 1984 Long Term Stock Incentive Plan of Litton Industries, Inc. (the Plan) previously registered by the Company pursuant to its Registration Statement on Form S-8 filed with the U.S. Securities and Exchange Commission on May 31, 2001 (File No. 333-61936) (the Registration Statement). The Registration Statement registered up to 1,155,665 shares of the Company's common stock (and associated rights), par value \$1.00 per share (the Common Stock), issuable to employees and directors of Litton Industries, Inc., a Delaware corporation (Litton), whose options to purchase shares of common stock of Litton were converted into options to purchase shares of Common Stock. The Plan has terminated, and all rights to purchase shares under the Plan have been exercised or have expired.

In accordance with the undertaking contained in the Registration Statement pursuant to Item 512 of Regulation S-K, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister and remove all of the previously registered shares of Common Stock that remain unissued and unsold under the Registration Statement as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-61936 to be signed on its behalf by the undersigned, thereunto duly authorized, on the 1st day of February, 2011.

Northrop Grumman Corporation

By: /s/ Sheila C. Cheston
Corporate Vice President and General
Counsel

-3-