

NORTHROP GRUMMAN CORP /DE/

Form 8-K

March 18, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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)  
March 18, 2011  
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  
(Address of principal executive offices)**

**90067  
(Zip Code)**

**(310) 553-6262**

**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 7.01 Regulation FD Disclosure**

The Company issued a press release on March 18, 2011 announcing that the Form 10 Registration Statement for the spin-off of its wholly owned subsidiary, Huntington Ingalls Industries, Inc. (HII), has been declared effective by the U.S. Securities and Exchange Commission. A copy of the press release is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press release issued March 18, 2011 by Northrop Grumman Corporation |

**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**

March 18, 2011  
(Date)

By: /s/ Jennifer C. McGarey  
(Signature)  
Jennifer C. McGarey  
Corporate Vice President and Secretary