

NORTHROP GRUMMAN CORP /DE/  
Form 8-K  
May 15, 2013

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported)  
May 15, 2013

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

1-16411  
(Commission File Number)

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

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 May 15, 2013, at the request of Wesley G. Bush, the Board of Directors of Northrop Grumman Corporation approved certain amendments to the terms and conditions of Mr. Bush's restricted performance stock rights (RPSR) agreements. The terms and conditions applicable to the 2011 RPSR and 2012 RPSR grants were amended to provide that accelerated payments resulting from certain change in control events would be made only on a pro-rata basis, as described in the letter dated May 15, 2013, included in the exhibit hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
Exhibit 99.1	Letter Dated May 15, 2013 between the Board of Directors and Wesley G. Bush

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: May 15, 2013

EXHIBIT INDEX

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