

NORTHROP GRUMMAN CORP /DE/

Form 8-K

February 21, 2008

**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): February 20, 2008

Northrop Grumman Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

1-16411

(Commission File Number)

95-4840775

(I.R.S. Employer
Identification Number)

1840 Century Park East, Los Angeles, California 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 (see General Instruction A.2. below):

- 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 8.01. Other Events

On February 20, 2008, Northrop Grumman Corporation issued a press release announcing that it has called for redemption on April 4, 2008, all of its issued and outstanding shares of Series B Convertible Preferred Stock. The press release dated February 20, 2008, announcing the redemption is attached as Exhibit 99.1. A summary of the redemption procedures is set forth in the Notice of Redemption of All Outstanding Shares of Series B Convertible Preferred Stock sent to holders of record of the Series B Convertible Preferred Stock, which is attached as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

| Exhibit Number | Title of Document |
|-----------------------|--|
| 99.1 | Press release dated February 20, 2008 |
| 99.2 | Notice of Redemption of All Outstanding Shares of Series B Convertible Preferred Stock |

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

February 21, 2008

By: /s/ Stephen D. Yslas
Stephen D. Yslas
Corporate Vice President, Secretary and
Deputy General Counsel

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Exhibit Index

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