

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

| <b>Exhibit Number</b> | <b>Title of Document</b>   |
|-----------------------|--|
| 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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