NORTHROP GRUMMAN CORP /DE/
Form DEFA14A
May 15, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

Filed by the Registrant x

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement
¨ Definitive Proxy Statement
x Definitive Additional Materials
¨ Soliciting Material Pursuant to §240.14a-12

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Northrop Grumman Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Folks:

I have been asked to remind all officers to be sure to cast your vote in the Shareholder balloting for the Annual Meeting. This is especially true of shares you may hold in the Company Savings Plans which are subject to a multiplier effect. The plan Trustee or Voting Manager will vote all the shares in the Plans in the same proportion as those shares for which instructions are received. Therefore, the shares for which instructions are provided by the plan participants will determine how the remainder of the shares in the plans are voted, thus magnifying the impact of your vote. It is my understanding that the Savings Plan votes are going to be tallied Sunday for guidance for the Trustee in voting the other shares, so it is desirable to vote before then.

I received my reminder, account number and password for voting my shares by email Tuesday at 6:21 pm EST. You will probably find a similar email to each of you around that time.

Thanks,

Dave

R. David Carlton

Vice President

Associate General Counsel & Sector Counsel

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