

LOCKHEED MARTIN CORP
Form 4
March 09, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stanislav Martin T

2. Issuer Name and Ticker or Trading Symbol
LOCKHEED MARTIN CORP
[LMT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
6801 ROCKLEDGE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President and Controller

BETHESDA, MD 20817

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/07/2006 | | M | | 500 | A | \$ 35.05 |
| Common Stock | 03/08/2006 | | M | | 4,000 | A | \$ 35.05 |
| Common Stock | 03/08/2006 | | M | | 10,000 | A | \$ 50.4 |
| Common Stock | 03/08/2006 | | M | | 2,500 | A | \$ 49.27 |
| Common Stock | 03/08/2006 | | S | | 500 | D | \$ 73.2 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 03/08/2006 | S | 1,000 | D | \$ 73.35 | 16,215 | D |
| Common Stock | 03/08/2006 | S | 400 | D | \$ 73.32 | 15,815 | D |
| Common Stock | 03/08/2006 | S | 1,500 | D | \$ 73.3 | 14,315 | D |
| Common Stock | 03/08/2006 | S | 500 | D | \$ 73.29 | 13,815 | D |
| Common Stock | 03/08/2006 | S | 2,800 | D | \$ 73.28 | 11,015 | D |
| Common Stock | 03/08/2006 | S | 800 | D | \$ 73.27 | 10,215 | D |
| Common Stock | 03/08/2006 | S | 1,800 | D | \$ 73.26 | 8,415 | D |
| Common Stock | 03/08/2006 | S | 500 | D | \$ 73.22 | 7,915 | D |
| Common Stock | 03/08/2006 | S | 1,000 | D | \$ 73.2 | 6,915 | D |
| Common Stock | 03/08/2006 | S | 1,200 | D | \$ 73.18 | 5,712 | D |
| Common Stock | 03/08/2006 | S | 1,000 | D | \$ 73.17 | 4,715 | D |
| Common Stock | 03/08/2006 | S | 800 | D | \$ 73.16 | 3,915 | D |
| Common Stock | 03/08/2006 | S | 200 | D | \$ 73.11 | 3,715 | D |
| Common Stock | 03/08/2006 | S | 3,000 | D | \$ 73.1 | 715 | D |

Common Stock

2,324.2609 I

Lockheed
Martin
Salaried
Savings
Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 35.05 | 03/07/2006 | | M | 500 | <u>(1)</u> 01/28/2011 | Common Stock 500 |
| Employee Stock Option (Right to Buy) | \$ 35.05 | 03/08/2006 | | M | 4,000 | <u>(1)</u> 01/28/2011 | Common Stock 4,000 |
| Employee Stock Option (Right to Buy) | \$ 50.4 | 03/08/2006 | | M | 10,000 | <u>(2)</u> 01/28/2012 | Common Stock 10,000 |
| Employee Stock Option (Right to Buy) | \$ 49.27 | 03/08/2006 | | M | 2,500 | <u>(3)</u> 01/28/2014 | Common Stock 2,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Stanislav Martin T 6801 ROCKLEDGE DRIVE BETHESDA, MD 20817 | | | Vice President and Controller | |

Signatures

Martin T. Stanislav, by David A. Dedman, Attorney-in-Fact 03/09/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The options vest over two years, one-half on each of the first and second anniversaries of the grant date, beginning on January 29, 2002.
- (2) The options vest over two years, one-half on each of the first and second anniversaries of the grant date, beginning on January 29, 2003.
- (3) The options vest over three years, one-third on each of the first, second and third anniversaries of the grant date, beginning on January 29, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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