Edgar Filing: LOCKHEED MARTIN CORP - Form 4

| LOCKHEE Form 4 January 28, | D MARTIN COR 2009 | Р | | | | | | | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------|---------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|-----------------|------------------------------|------------------------------------------------------------|-----------|
| FORM | ЛЛ | | | | | | | | | OMB A | PPROVA | ۹L |
| | UNITED | STATES | | RITIES . shingtor | | | | COMMISSIO |)N | OMB Number: | 3235 | -0287 |
| Check t if no lor subject Section Form 4 | nger STATEN to STATEN 16. or | AENT OI | | SECU | RITI | ES | | Estimated average burden hours per | | ry 31, 2005 0.5 | | |
| Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Section 17(a) of the Public Utility Holding Company Act of 30(h) of the Investment Company Act of 1940 | | | | | | | | of 1935 or Sect | | | | |
| (Print or Type | Responses) | | | | | | | | | | | |
| 1. Name and ALDRIDC | Person <u>*</u> | 2. Issuer Name and Ticker or Trading Symbol LOCKHEED MARTIN CORP | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | |
| | | | [LMT] | | | | | (Check all applicable) | | | | |
| (Last) (First) (Middle) 6801 ROCKLEDGE DRIVE | | | 3. Date of Earliest Transaction (Month/Day/Year) 01/26/2009 | | | | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | | | |
| | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | | | |
| BETHESE | DA, MD 20817 | | | | | | | Person | y Mo | ore than One R | eporting | |
| (City) | (State) | (Zip) | Tab | ole I - Non- | Deriv | ative | Securities A | cquired, Disposed | l of, | or Beneficia | lly Owne | d |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemo Execution any (Month/Da | Date, if | 3. Transactic Code (Instr. 8) | onAcq Disp | oosed | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | Fo (D (I) | orm: Direct) or Indirect | 7. Nature Indirect Benefici Ownersh (Instr. 4) | al 1ip |
| | | | | Code V | Am | ount | (D) Price | (Instr. 3 and 4) | | | | |
| Reminder: Re | port on a separate line | for each cl | ass of sec | urities bene | eficiall | ly owr | ned directly of | or indirectly. | | | | |
| | | | | | ir re | nform equir | nation cont ed to resp | spond to the coll tained in this for ond unless the fo ntly valid OMB c | m a orm | re not | SEC 1474 (9-02) | |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-----------|---------------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities Acquired | (Month/Day/Year) | (Instr. 3 and 4) |

number.

Edgar Filing: LOCKHEED MARTIN CORP - Form 4

| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | 8) | (A) or Disposed of(D)(Instr. 3, 4, and 5) | | | | | |
|---------------------------|------------------------------------|------------|------------------|---------|----|-------------------------------------------------------------------------------|-----|---------------------|--------------------|-----------------|----------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Phantom Stock Units | <u>(1)</u> | 01/26/2009 | | А | | 1,333.0102 | | (2) | (2) | Common Stock | 1,333.01 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | | |
|---------------------------------------------------------------|---------------|-----------|------------|-------|--|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | | |
| ALDRIDGE E C JR 6801 ROCKLEDGE DRIVE BETHESDA, MD 20817 | Х | | | | | | | | |
| Signatures | | | | | | | | | |
| E. C. Aldridge, Jr., by David A Attorney-in-Fact | 1, | | 01/28/2009 | | | | | | |

**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 phantom stock units convert on a 1 for 1 basis.

Under the Lockheed Martin Corporation 2009 Directors Equity Plan, each non-employee director elects to receive an award of stock options or phantom stock units or a combination of stock options and phantom stock units in accordance with the plan, which awards are

- (2) exempt transactions under Rule 16b-3. The phantom stock units were acquired at \$82.52 per share and vest 50% on June 30 following the award date and 50% on December 31 following the award date or, if earlier, upon retirement, death, disability or change of control. Settlement in cash or stock (as elected by the director) occurs upon the reporting person's retirement or termination of service.
- (3) End of period holding include phantom stock units acquired through dividend reinvestment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.