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SCHNEIDE Form 4	ER JAMES M										
	2009										
January 28, 2009 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
Check t if no lor subject Section Form 4 Form 5 obligati may cor <i>See</i> Inst	his box loger STATEN 16. or Filed pur ons stinue.	 Washington, D.C. 20549 CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES ection 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940 					Number: Expires: Estimated burden hou response.	urs per			
1(b).											
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> SCHNEIDER JAMES M			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			3. Date of Earliest Transaction (Month/Day/Year) 01/26/2009			X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street)			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					
BETHESD	A, MD 20817						Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securiti nAcquired Disposed (Instr. 3, 4	(A) or of (D)	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)		
Demin 1 D		f									
Reminder: Re	port on a separate lind	e for each cla	ass of sec	urities bene	Person inform require	ns who res ation cont ed to respo	or indirectly. spond to the colle cained in this form ond unless the fo ntly valid OMB co	n are not orm	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 Am
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) Disposed of (Instr. 3, 4, a 5)	(D)				
				Code V	(A)	(D) Date Exerc	cisable	Expiration Date	Title	A N Sł
Non-Qualified Stock Options	\$ 82.52	01/26/2009		А	3,686		(1)	01/26/2019	Common Stock	
Phantom Stock Units	(2)	01/26/2009		А	666.5051		(3)	<u>(3)</u>	Common Stock	6

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
SCHNEIDER JAMES M 6801 ROCKLEDGE DRIVE BETHESDA, MD 20817	Х			
Signatures				
James M. Schneider, by David	01/28/2009			

Attorney-in-fact

**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).

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

- (1) options of phantom stock units of a combination of stock options and phantom stock units in accordance with the phan, which awards are exempt transactions under Rule 16b-3. The options vest 50% on June 30 following the award date and 50% on December 31 following the award or, if earlier, upon retirement, death, disability or change of control.
- (2) 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 exempt transactions under Rule 16b-3. The phantom stock units were acquired at \$82.52 and vest 50% on June 30 following the award

(3) exempt transactions under Kute 100-5. The phantom stock units were acquired at 382.52 and vest 50% on Jule 50 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. End of period holdings 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.