

LOCKHEED MARTIN CORP
 Form 3
 January 08, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF 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 * Â HEWSON MARILLYN A (Last) (First) (Middle) 6801 ROCKLEDGE DRIVE (Street) BETHESDA, Â MD Â 20817 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2010 | 3. Issuer Name and Ticker or Trading Symbol LOCKHEED MARTIN CORP [LMT] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Executive Vice President | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|---|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 2,952.6177 | D | Â |
| Common Stock | 33.7777 | I | Lockheed Martin Salaried Savings Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|-------------------|--------------|----------------------------|---------------------|---|----------------------------------|
| Employee Stock Option (Right to Buy) | 02/01/2007 ⁽¹⁾ | 01/31/2016 | Common Stock | 6,000 | \$ 67.97 | D | Â |
| Employee Stock Option (Right to Buy) | 01/29/2008 ⁽²⁾ | 01/29/2017 | Common Stock | 12,067 | \$ 96.06 | D | Â |
| Employee Stock Option (Right to Buy) | 01/28/2009 ⁽³⁾ | 01/26/2018 | Common Stock | 22,500 | \$ 106.87 | D | Â |
| Employee Stock Option (Right to Buy) | 01/26/2010 ⁽⁴⁾ | 01/25/2019 | Common Stock | 29,600 | \$ 82.52 | D | Â |
| Restricted Stock Units | Â ⁽⁵⁾ | Â ⁽⁵⁾ | Common Stock | 1,800 | \$ 0 | D | Â |
| Restricted Stock Units | Â ⁽⁶⁾ | Â ⁽⁶⁾ | Common Stock | 3,000 | \$ 0 | D | Â |
| Restricted Stock Units | Â ⁽⁷⁾ | Â ⁽⁷⁾ | Common Stock | 1,700 | \$ 0 | D | Â |
| Restricted Stock Units | Â ⁽⁸⁾ | Â ⁽⁸⁾ | Common Stock | 2,950 | \$ 0 | D | Â |
| Phantom Stock Units | Â ⁽⁹⁾ | Â ⁽⁹⁾ | Common Stock | 2,368.4107 | \$ 0 | I | Lockheed Martin DMICP |
| Phantom Stock Units | Â ⁽¹⁰⁾ | Â ⁽¹⁰⁾ | Common Stock | 379.7124 | \$ 0 | I | Lockheed Martin Supplemental SSP |
| Phantom Stock Units | Â ⁽¹¹⁾ | Â ⁽¹¹⁾ | Common Stock | 11,757.6052 | \$ 0 | I | Lockheed Martin LTIP |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEWSON MARILLYN A 6801 ROCKLEDGE DRIVE BETHESDA,Â MDÂ 20817 | Â | Â | Â Executive Vice President | Â |

Signatures

Marillyn A. Hewson, by David A. Dedman,
Attorney-in-fact

01/08/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 three years, one-third on each of the first, second and third anniversaries of the grant date, beginning on February 1, 2007.
- (2) 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, 2008.
- (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 28, 2009.
- (4) The options vest over three years, one-third on each of the first, second and third anniversaries of the grant date, beginning on January 26, 2010.
- (5) Each RSU represents a contingent right to receive one share of LMT common stock. The RSUs are subject to a one-year performance period. If the value of the RSUs on the date of grant exceeds the performance goal specified in the award agreement, a number of RSUs equal in value to the performance shortfall is forfeited. Subject to the performance goal, the RSUs vest on January 29, 2010, the third anniversary of the date of the grant.
- (6) Each RSU represents a contingent right to receive one share of LMT common stock. The RSUs are subject to a one-year performance period. If the value of the RSUs on the date of grant exceeds the performance goal specified in the award agreement, a number of RSUs equal in value to the performance shortfall is forfeited. Subject to the performance goal, the RSUs vest on February 28, 2010, the third anniversary of the date of the grant.
- (7) Each RSU represents a contingent right to receive one share of LMT common stock. The RSUs are subject to a one-year performance period. If the value of the RSUs on the date of grant exceeds the performance goal specified in the award agreement, a number of RSUs equal in value to the performance shortfall is forfeited. Subject to the performance goal, the RSUs vest on January 28, 2011, the third anniversary of the date of the grant.
- (8) Each RSU represents a contingent right to receive one share of LMT common stock. The RSUs are subject to a one-year performance period. If the value of the RSUs on the date of grant exceeds the performance goal specified in the award agreement, a number of RSUs equal in value to the performance shortfall is forfeited. Subject to the performance goal, the RSUs vest on January 26, 2012, the third anniversary of the date of the grant.
- (9) Phantom stock units acquired under the Lockheed Martin Deferred Management Incentive Compensation Plan exempt under Section 16(b) and will be settled in stock upon the reporting person's retirement or termination of service. The phantom stock units convert on a one-for-basis.
- (10) Phantom stock units acquired under the Lockheed Martin Supplemental Salaried Savings Plan exempt under Section 16(b) which will be settled upon the reporting person's retirement or termination of service. The phantom stock units convert on a one-for-one basis.
- (11) Phantom stock units acquired under the Lockheed Martin Long Term Incentive Plan exempt under Section 16(b) which will be settled in cash after two years subject to continued employment, unless voluntarily deferred (in which case the units will be settled in stock upon the reporting person's retirement or termination of service. The phantom stock units convert on a one-for-one basis.

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.