McCarthy John C Form 4 February 03, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number: Expires:

January 31,

2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

1(b).

Stock

(Print or Type Responses)

			2. Issuer Name and Ticker or Trading Symbol LOCKHEED MARTIN CORP [LMT]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 02/01/2009					Director 10% Owner _X_ Officer (give title Other (specify below)  Vice President & Treasurer			
File				endment, Da nth/Day/Year	Č	ıl		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
BETHESDA, MD 20817								Person			
(City)	(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)	E 2A. Deemo Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	(Instr. 3,	ispose	d 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)	
Common Stock	02/01/2009			M	2,000	A	(1)	2,000	D		
Common Stock	02/01/2009			F	700 (2)	D	\$ 82.04	1,300	D		
Common								4,711.8119	ĭ	Lockheed Martin	

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

Salaried

Savings Plan

(3)

#### Edgar Filing: McCarthy John C - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Transactic Code (Instr. 8)	5. Number on 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)		8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	02/01/2009		M	2,000	<u>(1)</u>	(1)	Common Stock	2,000	9

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McCarthy John C 6801 ROCKLEDGE DRIVE BETHESDA, MD 20817

Vice President & Treasurer

## **Signatures**

John C. McCarthy, by David A. Dedman, Attorney-in-Fact

02/03/2009

\*\*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) Each restricted stock unit granted on February 1, 2006 was the economic equivalent of one share of LMT common stock.
- (2) Disposition to the Issuer of shares to satisfy the reporting person's tax withholding obligation upon vesting of restricted stock units exempt under Rule 16b-3.
- (3) End of period holding of shares acquired under the Lockheed Martin Salaried Savings Plan exempt under Section 16(b) which will be settled upon the reporting person's retirement or termination of service.

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.

Reporting Owners 2