Tanner Bruce L Form 4 January 28, 2009

## FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or

Form 5

1(b).

obligations

may continue.

See Instruction

## 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

**OMB APPROVAL** 

OMB Number:

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(Print or Type Responses)

1. Name and Address of Reporting Person \* Tanner Bruce L

2. Issuer Name and Ticker or Trading

Symbol

LOCKHEED MARTIN CORP

(Check all applicable)

Executive Vice President & CFO

5. Relationship of Reporting Person(s) to

Issuer

[LMT]

01/26/2009

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X\_ Officer (give title below)

10% Owner Other (specify

LOCKHEED MARTIN

CORPORATION, 6801 ROCKLEDGE DRIVE

(Street)

4. If Amendment, Date Original

Applicable Line)

Director

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

BETHESDA, MD 20817

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

(Month/Day/Year)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. Code (Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported

(A) Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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

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

(9-02)

#### Edgar Filing: Tanner Bruce L - Form 4

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. Trans Code (Instr.	. 8)	5. Number of inDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  (A) (D)		r)	7. Title and Ar Underlying Se (Instr. 3 and 4)
Employee Stock Option (Right-to-buy)	\$ 82.52	01/26/2009		A		81,700	01/26/2010(1)	01/25/2019	Common Stock
Restricted Stock Units	(2)	01/26/2009		A	V	27,950 (3)	<u>(3)</u>	<u>(3)</u>	Common Stock
Restricted Stock Units	<u>(2)</u>	01/26/2009		A	V	5,800 (4)	<u>(4)</u>	<u>(4)</u>	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Tanner Bruce L LOCKHEED MARTIN CORPORATION 6801 ROCKLEDGE DRIVE BETHESDA, MD 20817			Executive Vice President & CFO				

# **Signatures**

Bruce L. Tanner, by David A. Dedman, Attorney-in-Fact

01/28/2009 Date

\*\*Signature of Reporting Person

# **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 three years, one-third on each of the first, second and third anniversaries of the grant date, beginning on January 26, 2010.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of LMT common stock.
- Represents a special grant of RSUs for retention purposes which 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.
- Represents an annual incentive performance grant of RSUs which are subject to a one-year performance period. If the value of the RSUs (4) 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.

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.

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