ARCHIBALD NOLAN D

Form 4

January 28, 2009

FORM 4

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

OMB Number:

Expires:

3235-0287 January 31,

2005

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average

OMB APPROVAL

burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

ARCHIBALD NOLAN D

2. Issuer Name and Ticker or Trading

Symbol

LOCKHEED MARTIN CORP

5. Relationship of Reporting Person(s) to

Issuer

[LMT]

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

X_ Director 10% Owner

(Check all applicable)

01/26/2009

6801 ROCKLEDGE DRIVE

(Middle)

4. If Amendment, Date Original

Filed(Month/Day/Year)

below)

Officer (give title

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

BETHESDA, MD 20817

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned

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

(Instr. 4)

Other (specify

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(A) or

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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

Edgar Filing: ARCHIBALD NOLAN D - Form 4

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

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer Other				
ARCHIBALD NOLAN D 6801 ROCKLEDGE DRIVE BETHESDA, MD 20817	X						

Signatures

Nolan D. Archibald, by David A. Dedman, 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).
- (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.

Reporting Owners 2