## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
as Caption 20(h) of the Investment Commency Act of 1040

MCCORKINDALE DOUGLAS H	ssuer Name <b>and</b> Ticker ( <u> OCKHEED MAF</u>				(Check	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
					X	Director	10% C	wner				
(Last) (First) (Middle)	ate of Earliest Transacti 31/2006	ion (Mo	nth/Da	ay/Year)		Officer (give title below)	Other ( below)	(specify				
6801 ROCKLEDGE DRIVE												
4. If <i>i</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable					
(Street)						Line)	Form filed by One	Bonorting Dorce	'n			
BETHESDA MD 20817						Form filed by One Reporting Person						
						Form filed by More than One Reporting Person						
(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/Yea	Execution Date,	3. Transaction Code (Instr. 8)		4. Securities A Disposed Of (I			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
		Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)			

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. Transa Code ( 8)		5. Number Derivative Securities Acquired or Dispose of (D) (Ins 4 and 5)	(A) ed	6. Date Exerc Expiration Da (Month/Day/\	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Phantom Stock Units	(1)	03/31/2006		A	v	27.8214		(2)	(2)	Common Stock	27.8214	\$0	6,995.2213	I	LM Directors Deferred Comp Plan
Phantom Stock Units	(1)	03/31/2006		A		341.0755		(3)	(3)	Common Stock	341.0755	\$0	7,336.2968	I	LM Directors Deferred Comp Plan
Phantom Stock Units	(1)	03/31/2006		A	v	18.0538		(4)	(4)	Common Stock	18.0538	\$0	4,539.3173	Ι	LM Directors Equity Plan

## Explanation of Responses:

1. The phantom stock units convert on a 1 for 1 basis.

2. The information pertains to phantom stock units acquired through dividend reinvestment under the Lockheed Martin Directors Deferred Compensation Plan exempt under Section 16(b). Units are settled upon the reporting person's retirement or termination of service.

3. The information pertains to phantom stock units acquired through Director retainer fee deferral under the Lockheed Martin Directors Deferred Compensation Plan exempt under Section 16(b). Units are settled upon the reporting person's retirement or termination of service.

4. The information pertains to the phantom stock units acquired through dividend reinvestment under the Lockheed Martin Directors Equity Plan exempt under Section 16(b). Units are settled upon the reporting person's retirement or termination of service.

**Remarks:** 

Douglas H. McCorkindale by David A. Dedman, Attorney-in- 04/04/2006

Fact

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.