FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

(Instr. 4)

#### Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

# Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person\* (Check all applicable) **LOCKHEED MARTIN CORP** [ LMT ] KING GWENDOLYN S Director 10% Owner Officer (give title Other (specify below) below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2016 6801 ROCKLEDGE DRIVE 4. If Amendment, Date of Original Filed (Month/Day/Year) (Street) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person **BETHESDA** MD 20817 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2A. Deemed 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 6. Ownership 7. Nature of 1. Title of Security (Instr. 3) 2. Transaction 5. Amount of Form: Direct Execution Date. Transaction Securities Indirect Beneficial if any (Month/Day/Year) Code (Instr. 8) Beneficially Owned Following (D) or Indirect (I) (Instr. 4) (Month/Day/Year Ownership

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

Code

ν

Amount

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | r, Transaction Code (Instr. 3) |   | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D) (Instr. 3,<br>4 and 5) |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---|---|--|---|--------------------------------|---|--|-----|--|--------------------|--|----------------------------------|---|--|--|--|
|   |   |  |   | Code                           | v | (A)  | (D) | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   | (Instr. 4)   |  |  |
| Phantom<br>Stock<br>Units                           | (1)   | 02/01/2016                                 |   | A                              |   | 230.3782   |     | (2)  | (2)                | Common<br>Stock  | 230.3782                         | (2)   | 30,431.3823 <sup>(3)</sup>   | I  | Lockheed<br>Martin<br>Directors<br>Equity Plan                     |
| Phantom<br>Stock<br>Units                           | (1)   |  |   |                                |   |  |     | (4)  | (4)                | Common<br>Stock  | 1,530.1518                       |   | 1,530.1518 <sup>(3)</sup>  | I  | Lockheed<br>Martin<br>Directors<br>Deferred<br>Stock Plan          |

### **Explanation of Responses:**

- 1. The phantom stock units convert on a 1-for-1 basis.
- 2. Under the Lockheed Martin Corporation 2009 Directors' Equity Plan, each non-employee director elects to receive an award of phantom stock units in accordance with the plan, which award is exempt under Rule 16b-3. The phantom stock units were acquired at \$209.80 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 in control. Settlement in cash or stock (as elected by the director) will occur upon the Reporting Person's retirement or termination of service.
- 3. End of period holdings include phantom stock units acquired through dividend reinvestment.
- 4. Phantom stock units previously acquired under the Plan exempt under Section 16(b). Units are settled upon the Reporting Person's retirement or termination of service.

Gwendolyn S. King, by Marian Block, Attorney-in-fact

02/03/2016

\*\* Signature of Reporting Person

Date

Reported

Transaction(s)

(Instr. 3 and 4)

(A) or (D)

Price

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.

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