SEC Form 3

FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

			or S	Section 30(h)	of the Investment Company Act o	of 1940			
1. Name and Address of Reporting Person*       2. Date of Event Requiring Statement (Month/Day/Year) <u>HEWSON MARILLYN A</u> 01/01/2010			atement Year)	3. Issuer Name <b>and</b> Ticker or Trading Symbol LOCKHEED MARTIN CORP [ LMT ]					
(Last) (First) (Middle) 6801 ROCKLEDGE DRIVE		, 01/01/2010		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) below)		r (Mor cify 6. In	<ul> <li>5. If Amendment, Date of Original Filed (Month/Day/Year)</li> <li>6. Individual or Joint/Group Filing (Check</li> </ul>		
Street) BETHESDA MD 20817			Executive Vice President		I	Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)							
			Table I - N	Non-Deriva	ative Securities Benefic	ially Owned			
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownershi Form: Direc or Indirect ( (Instr. 5)	t (D)   (Instr.	4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock				2,952.6177	D				
Common Stock				33.7777	I	Lock	Lockheed Martin Salaried Savings Pl		
					ve Securities Beneficial rants, options, convertil		5)		
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stoc	k Option (Rig	ht to Buy)	02/01/2007 <sup>(1)</sup>	01/31/2016	Common Stock	6,000	67.97	D	
Employee Stoc	k Option (Rig	ht to Buy)	01/29/2008 <sup>(2)</sup>	01/29/2017	Common Stock	12,067	96.06	D	
Employee Stoc	k Option (Rig	ht to Buy)	01/28/2009 <sup>(3)</sup>	01/26/2018	Common Stock	22,500	106.87	D	
Employee Stoc	k Option (Rig	ht to Buy)	01/26/2010 <sup>(4)</sup>	01/25/2019	Common Stock	29,600	82.52	D	
Restricted Stoc	k Units		(5)	(5)	Common Stock	1,800	0	D	
Restricted Stoc	estricted Stock Units		(6)	(6)	Common Stock	3,000	0	D	
Restricted Stoc	k Units		(7)	(7)	Common Stock	1,700	0	D	
Restricted Stoc	k Units		(8)	(8)	Common Stock	2,950	0	D	
Phantom Stock	hantom Stock Units		(9)	(9)	Common Stock	2,368.4107	0	I	Lockheed Martin DMICP
Dhantom Stock	hantom Stock Units		(10)	(10)	Common Stock	379.7124	0	I	Lockheed Martin Supplemental SSP

## Explanation of Responses:

1. The options vest over three years, one-third on each of the first, second and third anniversaries of the grant date, beginning on February 1, 2007.

2. The options vest over three years, one-third on each of the first, second and third anniversaries of the grant date, beginning on January 29, 2008.

3. The options vest over three years, one-third on each of the first, second and third anniversaries of the grant date, beginning on January 28, 2009.

4. 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.

5. Each RSU represents a contingent right to receive one share of LMT common stock. The RSUs 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 29, 2010, the third anniversary of the date of the grant.

6. Each RSU represents a contingent right to receive one share of LMT common stock. The RSUs 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 February 28, 2010, the third anniversary of the date of the grant.

7. Each RSU represents a contingent right to receive one share of LMT common stock. The RSUs 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 28, 2011, the third anniversary of the date of the grant.

8. Each RSU represents a contingent right to receive one share of LMT common stock. The RSUs 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.

9. Phantom stock units acquired under the Lockheed Martin Deferred Management Incentive Compensation Plan exempt under Section 16(b) and will be settled in stock upon the reporting person's retirement or termination of service. The phantom stock units convert on a one-for-basis.

10. Phantom stock units acquired under the Lockheed Martin Supplemental Salaried Savings Plan exempt under Section 16(b) which will be settled upon the reporting person's retirement or termination of service. The phantom stock units convert on a one-for-one basis.

11. Phantom stock units acquired under the Lockheed Martin Long Term Incentive Plan exempt under Section 16(b) which will be settled in cash after two years subject to continued employment, unless voluntarily deferred (in which case the units will be settled in stock upon the reporting person's retirement or termination of service. The phantom stock units convert on a one-for-one basis.

Marillyn A. Hewson, by David A. Dedman, Attorney-in-fact 01/08/2010

\*\* 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 5 (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.

Exhibit 24 -

POWER OF ATTORNEY

LOCKHEED MARTIN CORPORATION

The undersigned hereby constitutes and appoints James B. Comey, Marian S. Block and David A. Dedman, and each of them, jointly and severally, his or her lawful attorneyin-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to execute and file, or cause to be filed, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission any and all reports or forms (including but not limited for Forms 3, 4 or 5, Form 144 or Form ID) and any supplements or amendments thereto as are required to be filed by the undersigned pursuant to Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, and Rule 144 of the Securities Act of 1933, with respect to the equity securities of Lockheed Martin Corporation, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ Marillyn A. Hewson January 4, 2010 Marillyn A. Hewson Date