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

1. Name and Address of Reporting Person [*] Lawson Larry A			2. Date of Event Requiring Statement (Month/Day/Year) 04/01/2012		3. Issuer Name and Ticker or Trading Symbol <u>LOCKHEED MARTIN CORP</u> [LMT]						
(Last) (First) (Middle) 6801 ROCKLEDGE DRIVE					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner V Officer (give title Other (specify			. (Moi	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check		
					below) below)			Applicable Line)			
(Street) BETHESDA MD 20817					Executive Vice President				X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					Beneficially Owned (Instr. 4) Form: Dir		3. Ownershi Form: Direc or Indirect (I (Instr. 5)	t (D) (Instr. 5)			
Common Stock					41.9	77	I Loc		ockheed Martin Salaried Savings Plan		
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
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. Conversion or Exercise Price of	5. Ownership Form: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title		Amount or Number of Shares		or Indirect (I) (Instr. 5)		
Employee Stock Option (Right-to-buy)		02/01/2011 ⁽¹⁾	01/31/2020	Common	Stock	6,434	74.89	D			
Employee Stock Option (Right-to-buy)		01/31/2012 ⁽¹⁾	01/29/2021	Commo	Stock	12,002	79.6	D			
Employee Stock Option (Right-to-buy)		01/30/2013 ⁽¹⁾	01/28/2022	Common	Stock	83,640 82.01		D			
Employee Stock Option (Right-to-buy)		01/29/2008 ⁽¹⁾	01/29/2017	Common	Stock	8,400 96.00		D			
Employee Stock Option (Right-to-buy)		01/28/2009 ⁽¹⁾	01/26/2018	Common	Stock	14,700	106.87	D			
Restricted Stock Units		(2)	01/30/2015 ⁽²⁾	Common	Stock	10,789	(2)	D			
Restricted Stock Units		(2)	01/31/2014 ⁽²⁾	Common	Stock	2,959	(2)	D			
Restricted Stock Units		(2)	02/01/2013 ⁽²⁾	Common	Stock	2,550	(2)	D			
Restricted Stock Units		(3)	10/21/2013 ⁽³⁾	Common	Common Stock		(3)	D			
Phantom Stock Units		(4)	(4)	Common	Stock	1,812.7192	(4)	I	LM Supplemental SSP		
Phantom Stock Units		(5)	(5)	Common	Common Stock 6		(5)	I	Lockheed Martin DMICP		
Phantom Stock Units		(6)	(6)	Commoi	Stock	8,994.1248	(6)	I	Lockheed Martin LTIP		

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 the date exercisable.

2. 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 the third anniversary of the date of the grant.

3. The RSUs vest on the third anniversary of the date of the grant.

4. 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

5. Phantom stock units acquired under the Lockheed Martin Deferred Management Incentive Compensation 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.

6. 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.

Remarks:

poalawson.txt

Larry A. Lawson, by Marian S. 04/11/2012 Block, Attorney-in-fact ** Signature of Reporting Person

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).

Date

** 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.

LOCKHEED MARTIN CORPORATION

The undersigned hereby constitutes and appoints Maryanne R. Lavan, Marian S. Block, David A. Dedman, and Matthew C. Dow, and each of them, jointly and severally, his or her lawful attorney-in-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, or 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 attorney's-in-fact and agents, and each of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

March 19, 2012

/s/ Larry A. Lawson Larry A. Lawson