## SEC Form 4

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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| 1. Name and Address of Reporting Person | *        | 2. Issuer Name and Ticker or Trading Symbol<br>LOCKHEED MARTIN CORP [ LMT ] |                   | tionship of Reporting Person<br>all applicable)             | (s) to Issuer         |  |  |  |  |
|---|----------|---|-------------------|---|-----------------------|--|--|--|--|
| <u>STEVENS ROBERT J</u>                 |          |   | X                 | Director  | 10% Owner             |  |  |  |  |
| (Last) (First)                          | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)                            | X                 | Officer (give title below)                                  | Other (specify below) |  |  |  |  |
| 6801 ROCKLEDGE DRIVE                    |          | 01/28/2008  |                   | Chairman, President and CEO                                 |                       |  |  |  |  |
| (Street)                                |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    | 6. Indiv<br>Line) | 6. Individual or Joint/Group Filing (Check Applicable Line) |                       |  |  |  |  |
| BETHESDA MD                             | 20817    |   | X                 | Form filed by One Reporti                                   | ng Person             |  |  |  |  |
|   |          |   |                   | Form filed by More than One Reporting<br>Person             |                       |  |  |  |  |
| (City) (State)                          | (Zip)    |   |                   | Person  |                       |  |  |  |  |

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

| 1. Title of Security (Instr. 3) |  | Execution Date,<br>if any |      |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and 5) |               |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following        | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership |
|---------------------------------|--|---------------------------|------|---|--|---------------|-------|--|---|---|
|                                 |  |                           | Code | v | Amount   | (A) or<br>(D) | Price | <ul> <li>Reported<br/>Transaction(s)<br/>(Instr. 3 and 4)</li> </ul> |   | (Instr. 4)  |

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

|   | (e.g., pare, care, rearrance, opnerie, correctioned)                  |  |   |                              |   |  |                                  |   |                    |   |                                     |   |  |  |  |
|---|---|--|---|------------------------------|---|--|----------------------------------|---|--------------------|---|-------------------------------------|---|--|--|--|
| 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) | 4.<br>Transa<br>Code (<br>8) |   | 5. Number<br>Derivative<br>Securitie<br>Acquired<br>or Dispo<br>of (D) (In<br>3, 4 and | re<br>ss<br>I (A)<br>sed<br>str. | 6. Date Exerci<br>Expiration Dat<br>(Month/Day/Ye | e                  | 7. Title and Amount<br>of Securities<br>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 | 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<br>or<br>Number<br>of Shares |   | Transaction(s)<br>(Instr. 4)   |  |  |
| Employee<br>Stock<br>Option<br>(Right-to-<br>buy)   | \$106.87  | 01/28/2008                                 |   | A                            |   | 250,000  |                                  | 01/28/2009 <sup>(1)</sup>                         | 01/28/2018         | Common<br>Stock   | 250,000                             | \$0   | 250,000  | D  |  |
| Restricted<br>Stock<br>Units                        | (2)   | 01/28/2008                                 |   | A                            | v | 28,000   |                                  | (3)   | (3)                | Common<br>Stock   | 28,000                              | \$0   | 28,000   | D  |  |

### 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 January 28, 2009.

2. Each restricted stock unit ("RSU") represents a contingent right to receive one share of LMT common stock.

3. 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.

#### **Remarks:**

Robert J. Stevens, by David A. Dedman, Attorney-in-Fact

01/30/2008

\*\* 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.