

McCarthy John C  
Form 3  
January 26, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â McCarthy John C		(Month/Day/Year)	LOCKHEED MARTIN CORP [LMT]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
6801 ROCKLEDGE DRIVE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
BETHESDA,Â MDÂ 20817			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Vice President & Treasurer	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,693.5969	I	Lockheed Martin Salaried Savings Plan

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

SEC 1473 (7-02)

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**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)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	01/29/2005 <sup>(1)</sup> 01/29/2014	Common Stock 9,000 \$ 49.27	D	Â
Employee Stock Option (Right to Buy)	01/31/2006 <sup>(2)</sup> 01/31/2015	Common Stock 11,500 \$ 57.81	D	Â
Employee Stock Option (Right to Buy)	02/01/2007 <sup>(3)</sup> 02/01/2016	Common Stock 15,000 \$ 67.97	D	Â
Employee Stock Option (Right to Buy)	01/29/2008 <sup>(4)</sup> 01/29/2017	Common Stock 12,000 \$ 96.06	D	Â
Employee Stock Option (Right to Buy)	01/28/2009 <sup>(5)</sup> 01/26/2018	Common Stock 13,700 \$ 106.87	D	Â
Restricted Stock Units	Â <sup>(6)</sup> Â <sup>(6)</sup>	Common Stock 2,000 \$ 0	D	Â
Restricted Stock Units	Â <sup>(7)</sup> Â <sup>(7)</sup>	Common Stock 1,200 \$ 0	D	Â
Restricted Stock Units	Â <sup>(8)</sup> Â <sup>(8)</sup>	Common Stock 1,000 \$ 0	D	Â
Phantom Stock Units	Â <sup>(9)</sup> Â <sup>(9)</sup>	Common Stock 1,044.8988 \$ 0	I	Lockheed Martin DMICP
Phantom Stock Units	Â <sup>(10)</sup> Â <sup>(10)</sup>	Common Stock 3,071.197 \$ 0	I	Lockheed Martin Supplemental SSP
Phantom Stock Units	Â <sup>(11)</sup> Â <sup>(11)</sup>	Common Stock 2,685.7102 \$ 0	I	Lockheed Martin LTIP

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCarthy John C 6801 ROCKLEDGE DRIVE BETHESDA, MD 20817	Â	Â	Â Vice President & Treasurer	Â

## Signatures

John C. McCarthy, by David A. Dedman,  
Attorney-in-fact

01/26/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (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 29, 2005.
- (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 31, 2006.
- (3) 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.
- (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 29, 2008.
- (5) 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.
- (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 1, 2009, 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 29, 2010, 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 28, 2011, 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.