

Comey James B  
Form 4  
January 28, 2009

**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 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

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Comey James B

2. Issuer Name **and** Ticker or Trading  
Symbol  
LOCKHEED MARTIN CORP  
[LMT]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
6801 ROCKLEDGE DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/26/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Senior VP & General Counsel

BETHESDA, MD 20817

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Underlying Se<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------|

## Edgar Filing: Comey James B - Form 4

| (Instr. 3)                                 | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |                      |     |                           |                    |                 |  |
|--------------------------------------------|------------------------------------|------------------|------------|------------------------------------------------------------------|----------------------|-----|---------------------------|--------------------|-----------------|--|
|                                            |                                    |                  | Code       | V                                                                | (A)                  | (D) | Date Exercisable          | Expiration<br>Date | Title           |  |
| Employee<br>Stock Option<br>(Right-to-buy) | \$ 82.52                           | 01/26/2009       | A          |                                                                  | 65,200               |     | 01/26/2010 <sup>(1)</sup> | 01/25/2019         | Common<br>Stock |  |
| Restricted<br>Stock Units                  | <u>(2)</u>                         | 01/26/2009       | A          | V                                                                | 27,600<br><u>(3)</u> |     | <u>(3)</u>                | <u>(3)</u>         | Common<br>Stock |  |
| Restricted<br>Stock Units                  | <u>(2)</u>                         | 01/26/2009       | A          | V                                                                | 4,550<br><u>(4)</u>  |     | <u>(4)</u>                | <u>(4)</u>         | Common<br>Stock |  |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                             |       |
|-------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                             | Director      | 10% Owner | Officer                     | Other |
| Comey James B<br>6801 ROCKLEDGE DRIVE<br>BETHESDA, MD 20817 |               |           | Senior VP & General Counsel |       |

## Signatures

James B. Comey, by David A. Dedman,  
Attorney-in-Fact

01/28/2009

                    Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (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 26, 2010.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of LMT common stock.
- Represents a special grant of RSUs for retention purposes which 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.
- (3) Represents an annual incentive performance grant of RSUs which 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.
- (4)

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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