

# SECURITIES AND EXCHANGE COMMISSION

## FORM 3

Filing Date: **2009-01-26** | Period of Report: **2009-01-22**  
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### REPORTING OWNER

**McCarthy John C**

CIK: **1454234**

Type: **3** | Act: **34** | File No.: **001-11437** | Film No.: **09546294**

Mailing Address

*6801 ROCKLEDGE DRIVE  
BETHESDA MD 20817*

Business Address

*(301) 897-6000*

### ISSUER

**LOCKHEED MARTIN CORP**

CIK: **936468** | IRS No.: **521893632** | State of Incorporation: **MD** | Fiscal Year End: **1231**

SIC: **3760** Guided missiles & space vehicles & parts

Mailing Address

*6801 ROCKLEDGE DRIVE  
BETHESDA MD 20817*

Business Address

*6801 ROCKLEDGE DR  
BETHESDA MD 20817  
3018976000*

## 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

1. Name and Address of Reporting Person <b>McCarthy John C</b>			2. Date of Event Requiring Statement (Month/Day/Year) <b>01/22/2009</b>		3. Issuer Name and Ticker or Trading Symbol <b>LOCKHEED MARTIN CORP [LMT]</b>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <b>Vice President &amp; Treasurer</b>			5. If Amendment, Date Original Filed (Month/Day/Year)	
6801 ROCKLEDGE DRIVE (Street)						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	
BETHESDA, MD 20817 (City) (State) (Zip)							

**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

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

Phantom Stock Units	(10)	(10)	Common Stock	3,071.197	\$ 0	I	Lockheed Martin Supplemental SSP
Phantom Stock Units	(11)	(11)	Common Stock	2,685.7102	\$ 0	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 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-one 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.

### Signatures

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

\*\* Signature of Reporting Person

01/26/2009

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.**

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 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, 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/ John McCarthy      1/13/2009

John McCarthy      Date