Heath Ralph D Form 4 February 03, 2009

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

OMB 3235-0287 Number: January 31,

Expires:

OMB APPROVAL

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

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Form 4 or Form 5 obligations may continue. See Instruction

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(b).

Common

Common

Stock

Stock

02/01/2009

02/01/2009

(Print or Type Responses)

1. Name and A Heath Ralph	2. Issuer Name and Ticker or Trading Symbol LOCKHEED MARTIN CORP [LMT]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) 6801 ROCK	(First) (I	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2009				Director 10% OwnerX Officer (give title Other (specify below) Executive Vice President				
(Street)			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			
BETHESDA	A, MD 20817						Form filed by l	More than One R	eporting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative :	Securities Acq	uired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any (Month/D	Date, if	3. Transactio Code (Instr. 8)	or(A) or Dis (Instr. 3, 4	ies Acquired sposed of (D) 4 and 5) (A) or (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Lockheed Martin Common 1,602.6426 Salaried Stock (3) Savings Plan

5,500

1,953

(2)

A

D

<u>(1)</u>

82.04

15,532

13,579

D

D

M

F

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P Der Sec (Ins
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	02/01/2009		M	5,500	<u>(1)</u>	<u>(1)</u>	Common Stock	5,500	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Heath Ralph D

6801 ROCKLEDGE DRIVE BETHESDA, MD 20817 **Executive Vice President**

Signatures

Ralph D. Heath, by David A. Dedman, Attorney-in-Fact

02/03/2009

**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) Each restricted stock unit granted on February 1, 2006 was the economic equivalent of one share of LMT common stock.
- (2) Disposition to the Issuer of shares to satisfy the reporting person's tax withholding obligation upon vesting of restricted stock units exempt under Rule 16b-3.
- (3) End of period holding of shares acquired under the Lockheed Martin Salaried Savings Plan exempt under Section 16(b) which will be settled upon the reporting person's retirement or termination of service.

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.

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