

LOCKHEED MARTIN CORP

Form 4

February 17, 2006

**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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARSH G THOMAS**

(Last) (First) (Middle)

**6801 ROCKLEDGE DRIVE**

(Street)

**BETHESDA, MD 20817**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/15/2006**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Executive Vice President

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

**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 Acquired<br>(A) or 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<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |           |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|-----------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |           |
| Common<br>Stock                       | 02/15/2006                              |                                                             | M                                    |                                                                         | 12,000                                                                                                             | A                                                                    | \$ 52                                                             | 37,000 D  |
| Common<br>Stock                       | 02/15/2006                              |                                                             | M                                    |                                                                         | 30,000                                                                                                             | A                                                                    | \$ 50.4                                                           | 67,000 D  |
| Common<br>Stock                       | 02/15/2006                              |                                                             | M                                    |                                                                         | 25,000                                                                                                             | A                                                                    | \$ 51.1                                                           | 92,000 D  |
| Common<br>Stock                       | 02/15/2006                              |                                                             | M                                    |                                                                         | 46,666                                                                                                             | A                                                                    | \$ 49.27                                                          | 138,666 D |
| Common<br>Stock                       | 02/15/2006                              |                                                             | S                                    |                                                                         | 4,200                                                                                                              | D                                                                    | \$ 71.36                                                          | 134,466 D |

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|              |            |   |        |   |          |         |   |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 02/15/2006 | S | 500    | D | \$ 71.41 | 133,966 | D |
| Common Stock | 02/15/2006 | S | 200    | D | \$ 71.43 | 133,766 | D |
| Common Stock | 02/15/2006 | S | 1,100  | D | \$ 71.45 | 132,666 | D |
| Common Stock | 02/15/2006 | S | 6,100  | D | \$ 71.47 | 126,566 | D |
| Common Stock | 02/15/2006 | S | 1,600  | D | \$ 71.48 | 124,966 | D |
| Common Stock | 02/15/2006 | S | 2,100  | D | \$ 71.49 | 122,866 | D |
| Common Stock | 02/15/2006 | S | 19,200 | D | \$ 71.5  | 103,666 | D |
| Common Stock | 02/15/2006 | S | 30,200 | D | \$ 71.51 | 73,466  | D |
| Common Stock | 02/15/2006 | S | 900    | D | \$ 71.52 | 72,566  | D |
| Common Stock | 02/15/2006 | S | 6,900  | D | \$ 71.53 | 65,666  | D |
| Common Stock | 02/15/2006 | S | 8,600  | D | \$ 71.54 | 57,066  | D |
| Common Stock | 02/15/2006 | S | 4,200  | D | \$ 71.55 | 52,866  | D |
| Common Stock | 02/15/2006 | S | 3,200  | D | \$ 71.56 | 49,666  | D |
| Common Stock | 02/15/2006 | S | 100    | D | \$ 71.57 | 49,566  | D |
| Common Stock | 02/15/2006 | S | 1,300  | D | \$ 71.58 | 48,266  | D |
| Common Stock | 02/15/2006 | S | 3,600  | D | \$ 71.59 | 44,666  | D |
| Common Stock | 02/15/2006 | S | 5,300  | D | \$ 71.6  | 39,366  | D |
| Common Stock | 02/15/2006 | S | 1,100  | D | \$ 71.61 | 38,266  | D |
| Common Stock | 02/15/2006 | S | 5,600  | D | \$ 71.62 | 32,666  | D |

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form  
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**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<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 52                                                                 | 02/15/2006                              |                                                             | M                                       | 12,000                                                                                                       | <u>(1)</u>                                                     | 01/22/2008         | Common<br>Stock                                                     | 12,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 50.4                                                               | 02/15/2006                              |                                                             | M                                       | 30,000                                                                                                       | <u>(2)</u>                                                     | 01/29/2012         | Common<br>Stock                                                     | 30,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 51.1                                                               | 02/15/2006                              |                                                             | M                                       | 25,000                                                                                                       | <u>(3)</u>                                                     | 01/28/2013         | Common<br>Stock                                                     | 25,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 49.27                                                              | 02/15/2006                              |                                                             | M                                       | 46,666                                                                                                       | <u>(4)</u>                                                     | 01/29/2014         | Common<br>Stock                                                     | 46,666                              |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships                    |
|--------------------------------------------------------------|----------------------------------|
|                                                              | Director 10% Owner Officer Other |
| MARSH G THOMAS<br>6801 ROCKLEDGE DRIVE<br>BETHESDA, MD 20817 | Executive Vice President         |

## Signatures

G. Thomas Marsh, by David A. Dedman,  
Attorney-in-Fact

02/17/2006

\_\_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 22, 1999.
  - (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 29, 2003.
  - (3) 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, 2004.
  - (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, 2005.

### Remarks:

This Form 4 is 1 of 2 parts filed concurrently.

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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