

LOCKHEED MARTIN CORP

Form 4

March 24, 2005

**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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2005  
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response... 0.5

(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)  
**03/22/2005**

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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/22/2005		M		12,000	A	\$ 45.5625
Common Stock	03/22/2005		S		2,300	D	\$ 60.25
Common Stock	03/22/2005		S		1,700	D	\$ 60.26
Common Stock	03/22/2005		S		700	D	\$ 60.27
Common Stock	03/22/2005		S		1,500	D	\$ 60.28

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Common Stock	03/22/2005	S	1,000	D	\$ 60.29	4,800	D
Common Stock	03/22/2005	S	600	D	\$ 60.3	4,200	D
Common Stock	03/22/2005	S	100	D	\$ 60.31	4,100	D
Common Stock	03/22/2005	S	100	D	\$ 60.36	4,000	D
Common Stock	03/22/2005	S	200	D	\$ 60.37	3,800	D
Common Stock	03/22/2005	S	700	D	\$ 60.39	3,100	D
Common Stock	03/22/2005	S	200	D	\$ 60.41	2,900	D
Common Stock	03/22/2005	S	2,900	D	\$ 60.43	0	D
Common Stock	03/22/2005	M	20,000	A	\$ 26.75	20,000	D
Common Stock	03/22/2005	S	20,000	D	\$ 60.25	0	D
Common Stock	03/22/2005	M	17,500	A	\$ 35.05	17,500	D
Common Stock	03/22/2005	S	17,500	D	\$ 60.25	0	D
Common Stock						682.8086	I
Common Stock						25,000	D

LM  
Salaried  
Savings  
Plan

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Security			(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Employee Stock Option (Right to Buy)	\$ 45.5625	03/22/2005	M	12,000	<u>(1)</u>	01/22/2007	Common Stock	12,000
Employee Stock Option (Right to Buy)	\$ 26.75	03/22/2005	M	20,000	<u>(2)</u>	07/19/2010	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 35.05	03/22/2005	M	17,500	<u>(3)</u>	01/28/2011	Common Stock	17,500

## Reporting Owners

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

## Signatures

/s/ Marian S  
Block 03/24/2005

\_\_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 vested over two years, one-half on each anniversary of the grant date, beginning on January 23, 1998.
- (2) The options were granted on July 20, 2000 and vested on January 31, 2003.
- (3) The options vested over two years, one-half on each anniversary of the grant date, beginning on January 29, 2002.

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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