

LOCKHEED MARTIN CORP  
Form S-8  
October 28, 2009

As filed with the Securities and Exchange Commission on October 28, 2009

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**LOCKHEED MARTIN CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

Maryland

(State or Other Jurisdiction of Incorporation or Organization)

52-1893632

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(I.R.S. Employer Identification No.)

**6801 Rockledge Drive**

**Bethesda, Maryland 20817**

(Address of Principal Executive Offices)

**Lockheed Martin Corporation Salaried Savings Plan,  
Lockheed Martin Corporation Performance Sharing Plan for Bargaining Employees,  
Lockheed Martin Corporation Hourly Employee Savings Plan Plus,  
Lockheed Martin Corporation Operations Support Savings Plan,  
Lockheed Martin Corporation Retirement Savings Plan for Salaried Employees,  
Lockheed Martin Corporation Supplemental Savings Plan,  
Lockheed Martin Corporation Performance Sharing Plan for Puerto Rico Employees,  
Sandia Corporation Savings and Income Plan, and  
Sandia Corporation Savings and Security Plan (collectively, the Plans )**

(Full Title of each Plan)

**David A. Dedman, Esquire**

**Vice President and Associate General Counsel**

**Lockheed Martin Corporation**

**6801 Rockledge Drive**

**Bethesda, Maryland 20817**

(Name and address of agent for service)

**(301) 897-6000**

(Telephone number, including area code, of agent for service)

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities To Be registered | Amount to Be Registered (1) | Proposed                             |   | Amount of registration fee (1) |
|--|-----------------------------|--------------------------------------|---|--------------------------------|
|  |                             | Maximum Offering Price Per Share (1) | Proposed Maximum Aggregate Offering Price (1) |                                |
| Common Stock, par value \$1.00 per share(2)        | 40,000,000                  | \$70.39                              | \$2,815,600,000                               | \$157,111                      |
| Deferred Compensation Obligations (3)              | \$125,000,000               | 100%                                 | \$125,000,000                                 | \$6,975                        |

- (1) Calculated pursuant to Rule 457(h) based on the average of the high and low prices reported on the New York Stock Exchange as of October 21, 2009.
- (2) The shares of common stock being registered are to be issued pursuant to the Plans named above. Pursuant to Rule 416((c), this registration statement also is deemed to register an indeterminate amount of interests in the Plans.
- (3) The Deferred Compensation Obligations are unsecured obligations of Lockheed Martin Corporation to pay deferred compensation in accordance with the terms of the Plans.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing the information specified in Part I of Form S-8 will be sent or given to employees eligible to participate in the Plans as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the Securities Act). In accordance with the instructions of Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the Commission) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation Of Documents By Reference.**

The following documents filed with the Commission are incorporated herein by reference:

Registrant's Annual Report on Form 10-K for the year ended December 31, 2008;

Registrant's Quarterly Reports on Form 10-Q for the quarterly periods ended March 29, 2009, June 28, 2009, and September 27, 2009;

Registrant's Current Reports on Form 8-K filed on January 22, 2009, January 28, 2009, April 21, 2009, April 27, 2009, July 21, 2009, August 4, 2009, September 24, 2009, October 20, 2009, and October 28, 2009 (except that the portions thereof which are furnished and not filed shall not be deemed incorporated);

the description of Registrant's common stock, \$1.00 par value per share, contained in Registrant's Registration Statement on Form 8-B, filed on March 6, 1995 pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act) (as amended on Form 8-B/A filed on March 9, 1995), and any amendment or report filed for the purpose of updating such description; and

Form 11-K for the year ended December 31, 2008 for the following Plans, but only to the extent applicable to each plan:  
Lockheed Martin Corporation Salaried Savings Plan;

Lockheed Martin Corporation Performance Sharing Plan for Bargaining Employees;

Lockheed Martin Corporation Hourly Employee Savings Plan Plus;

Lockheed Martin Corporation Operations Support Savings Plan;

Lockheed Martin Corporation Retirement Savings Plan for Salaried Employees;

Lockheed Martin Corporation Performance Sharing Plan for Puerto Rico Employees;

Sandia Corporation Savings and Income Plan; and

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### Sandia Corporation Savings and Security Plan

In addition, any and all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, subsequent to the date of this Registration Statement and prior to the withdrawal (if any) of the Registration Statement shall, to the extent required by law, be deemed to be incorporated by reference into this Registration Statement and to be a part hereof (except that any portions thereof which are furnished and not filed shall not be deemed incorporated).

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

The Opinion of Counsel as to the legality of the securities being registered (constituting Exhibit 5) has been rendered by counsel who is a full-time employee of the Registrant and who participates in the Lockheed Martin Corporation Salaried Savings Plan and the Lockheed Martin Corporation Supplemental Savings Plan.

**Item 6. Indemnification of Directors and Officers.**

The Maryland General Corporation Law authorizes Maryland corporations to limit the liability of directors and officers to the corporation or its stockholders for money damages, except (a) to the extent that it is proved that the person actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, (b) to the extent that a judgment or other final adjudication adverse to the person is entered in a proceeding based on a finding that the person's action or failure to act was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding or (c) in respect of certain other actions not applicable to the Registrant. Under the Maryland General Corporation Law, unless limited by charter, indemnification is mandatory if a director or an officer has been successful on the merits or otherwise in the defense of any proceeding by reason of his or her service as a director unless such indemnification is not otherwise permitted as described in the following sentence. Indemnification is permissive unless it is established that (a) the act or omission of the individual was material to the matter giving rise to the proceeding and was committed in bad faith or was the result of active and deliberate dishonesty, (b) the individual actually received an improper personal benefit in money, property or services or (c) in the case of any criminal proceeding, the director had reasonable cause to believe his or her act or omission was unlawful. In addition to the foregoing, a court of appropriate jurisdiction may, under certain circumstances, order indemnification if it determines that the director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director or officer has met the standards of conduct set forth in the preceding sentence or has been adjudged liable on the basis that a personal benefit was improperly received in a proceeding charging improper personal benefit to the director or officer. If the proceeding was an action by or in the right of the corporation or involved a determination that the director or officer received an improper personal benefit, however, no indemnification may be made if the individual is adjudged liable to the corporation, except to the extent of expenses approved by a court of competent jurisdiction.

Article XI of the Charter of the Registrant limits the liability of directors and officers to the fullest extent permitted by the Maryland General Corporation Law. Article XI of the Charter of the Registrant also authorizes the Registrant to adopt bylaws or resolutions to provide for the indemnification of directors and officers. Article VI of the Bylaws of the Registrant provides for the indemnification of the Registrant's directors and officers to the fullest extent permitted by the Maryland General Corporation Law. In addition, the Registrant's directors and officers are covered by certain insurance policies maintained by the Registrant.

**Item 7. Exemption from Registration Claimed.**

Not Applicable.

**Item 8. Exhibits.**

| Exhibit Number | Exhibit Description   |
|----------------|---|
| 5              | Opinion of David A. Dedman, Esquire   |
| 15             | Acknowledgement of Ernst & Young LLP, Independent Registered Public Accounting Firm |
| 23.1           | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm         |
| 23.2           | Consent of Mitchell & Titus LLP, Independent Registered Public Accounting Firm      |
| 23.3           | Consent of David A. Dedman, Esquire (contained in Exhibit 5 hereof)                 |
| 24             | Powers of Attorney  |

The Registrant undertakes that it will submit or has submitted each of the Plans which are subject to ERISA and qualification under Section 401 of the Internal Revenue Code and any amendment thereto to the Internal Revenue Service ( IRS ) in a timely manner and has made or will make all changes required by the IRS in order to qualify such plans, to the extent required.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 (the Exchange Act ) that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from the registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.



(b) The undersigned Registrant hereby undertakes that, for the purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bethesda, State of Maryland, on this 28th day of October, 2009.

**LOCKHEED MARTIN CORPORATION**

By: /s/ DAVID A. DEDMAN  
**David A. Dedman**  
**Vice President and Associate General Counsel**

*The Plans.* Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bethesda, State of Maryland, on this 28th day of October, 2009.

Lockheed Martin Corporation Salaried Savings Plan

Lockheed Martin Corporation Performance Sharing Plan for Bargaining Employees

Lockheed Martin Corporation Hourly Employee Savings Plan Plus

Lockheed Martin Corporation Operations Support Savings Plan

Lockheed Martin Corporation Retirement Savings Plan for Salaried Employees

Lockheed Martin Corporation Supplemental Savings Plan

Lockheed Martin Corporation Performance Sharing Plan for Puerto Rico Employees

By: /s/ STEPHEN W. BRINCH  
**Stephen W. Brinch**  
**Vice President, Human Resources Services**

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Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Albuquerque, State of New Mexico, on this 28th day of October, 2009.

Sandia Corporation Savings and Income Plan, and

Sandia Corporation Savings and Security Plan (collectively, the Plans )

By Sandia Corporation

By: /s/ ELIZABETH D. KRAUSS  
**Elizabeth D. Krauss**  
**Vice President, General Counsel and**

**Corporate Secretary**

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

| <b>Signature</b>                                   | <b>Title</b>   | <b>Date</b>      |
|--|--|------------------|
| /s/ ROBERT J. STEVENS*<br><b>Robert J. Stevens</b> | Chairman, Director and Chief Executive Officer (Principal Executive Officer)       | October 28, 2009 |
| /s/ BRUCE L. TANNER*<br><b>Bruce L. Tanner</b>     | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | October 28, 2009 |
| /s/ MARK R. BOSTIC*<br><b>Mark R. Bostic</b>       | Vice President of Accounting and Acting Controller (Principal Accounting Officer)  | October 28, 2009 |

This Registration Statement also has been signed on the date indicated by the following directors, who constitute a majority of the Board of Directors:

|                          |                      |
|--------------------------|----------------------|
| E.C. Pete Aldridge, Jr.* | Joseph W. Ralston*   |
| Nolan D. Archibald*      | Frank Savage*        |
| David B. Burritt*        | James M. Schneider * |
| James O. Ellis, Jr.*     | Anne Stevens*        |
| Gwendolyn S. King*       | Robert J. Stevens*   |
| James M. Loy*            | James R. Ukropina*   |
| Douglas H. McCorkindale* |                      |

By: /s/ DAVID A. DEDMAN  
**\*David A. Dedman**  
**(Attorney-in-fact\*\*)** October 28, 2009

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\*\* By authority of Powers of Attorney filed with this Registration Statement on Form S-8.

**EXHIBIT INDEX**

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