

LOCKHEED MARTIN CORP  
Form 8-K  
April 26, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of Earliest Event Reported) April 26, 2012**

**LOCKHEED MARTIN CORPORATION**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction

of Incorporation)

**1-11437**  
(Commission

File Number)

**52-1893632**  
(IRS Employer

Identification No.)

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**6801 Rockledge Drive, Bethesda, Maryland**  
(Address of principal executive offices)  
**(301) 897-6000**

**20817**  
(Zip Code)

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Lockheed Martin Corporation held its Annual Meeting of Stockholders on April 26, 2012. Of the 324,652,425 shares outstanding and entitled to vote, 299,245,782 shares were represented at the meeting, or a 92% quorum. The final results of voting for each matter submitted to a vote of stockholders at the meeting are as follows:

Proposal 1 Election of Directors

Elected the following eleven individuals to the Board of Directors to serve as directors until the Annual Meeting of Stockholders in 2013 and until their successors have been duly elected and qualified:

|                         | Votes Cast<br>For | Votes Cast<br>Against | Votes Cast<br>Abstain | Broker<br>Non-Votes |
|-------------------------|-------------------|-----------------------|-----------------------|---------------------|
| Nolan D. Archibald      | 252,399,282       | 19,386,761            | 2,807,043             | 24,652,023          |
| Rosalind G. Brewer      | 262,808,444       | 9,021,397             | 2,763,918             | 24,652,023          |
| David B. Burritt        | 252,097,022       | 19,528,865            | 2,967,872             | 24,652,023          |
| James O. Ellis, Jr.     | 267,466,371       | 4,265,543             | 2,861,845             | 24,652,023          |
| Thomas J. Falk          | 267,392,685       | 4,162,690             | 3,037,896             | 24,652,023          |
| Gwendolyn S. King       | 263,477,128       | 8,183,594             | 2,932,912             | 24,652,023          |
| James M. Loy            | 254,049,382       | 17,696,175            | 2,838,202             | 24,662,023          |
| Douglas H. McCorkindale | 249,730,345       | 22,016,598            | 2,846,816             | 24,652,023          |
| Joseph W. Ralston       | 254,737,432       | 17,009,824            | 2,846,503             | 24,652,023          |
| Anne Stevens            | 250,346,283       | 21,576,084            | 2,671,179             | 24,652,023          |
| Robert J. Stevens       | 266,450,865       | 5,980,033             | 2,162,861             | 24,652,023          |

Proposal 2 Ratification of Appointment of Independent Auditors

Ratified the appointment of Ernst & Young LLP as the Corporation's independent auditors for the year ended December 31, 2012. There were 292,108,322 votes for the appointment, 5,544,519 votes against the appointment, and 1,592,941 abstentions.

Proposal 3 Advisory Vote to Approve the Compensation of our Named Executive Officers ( Say-on-Pay )

Approved, on an advisory basis (non-binding), the compensation of the Corporation's named executive officers as described in the Compensation Discussion and Analysis and the accompanying tables in our 2012 proxy statement. There were 176,775,635 votes for the proposal, 82,822,381 votes against the proposal, 14,995,743 abstentions, and 24,652,023 broker non-votes.

Proposal 4 Stockholder Proposal by The American Federation of State, County and Municipal Employees (AFSCME) Employees Pension Plan

Rejected a stockholder proposal asking the Board of Directors to adopt a policy that the Board's Chairman be an independent director. There were 99,352,425 votes for the proposal, 169,576,894 votes against the proposal, 5,664,073 abstentions and 24,652,023 broker non-votes.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LOCKHEED MARTIN CORPORATION

By /s/ Marian S. Block  
Marian S. Block  
Vice President and Associate General Counsel

April 26, 2012