
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) – May 24, 2010

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.)

6801 Rockledge Drive, Bethesda, Maryland
(Address of principal executive offices)

20817
(Zip Code)

(301) 897-6000
(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:

- 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))
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Item 8.01. Other Events.

On May 24, 2010, Lockheed Martin Corporation issued a press release announcing the expiration of its offer to exchange any and all of its outstanding 7.65% Debentures due 2016, 7.75% Debentures due 2026, 8.50% Debentures due 2029 and 7.20% Debentures due 2036 (collectively, the “old notes”) for a new series of 5.72% notes due 2040 (the “new notes”) and, in the case of the 7.20% Debentures due 2036, an additional cash payment (the “exchange offer”). A copy of the press release is filed as exhibit 99 to this Current Report on Form 8-K and is incorporated herein by reference.

The new notes have not been registered under the Securities Act of 1933, as amended, or any state securities laws. Therefore, the new notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act of 1933, as amended, and any applicable state securities laws.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99	Lockheed Martin Corporation Press Release dated May 24, 2010.

SIGNATURES

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/ David A. Dedman

David A. Dedman

Vice President & Associate General Counsel

May 24, 2010

LOCKHEED MARTIN ANNOUNCES EXPIRATION OF EXCHANGE OFFER

BETHESDA, Md., May 24, 2010 – Lockheed Martin Corporation (NYSE: LMT) today announced the expiration of its offer to exchange any and all of its outstanding debt securities listed in the table below (the “old notes”) for a new series of 5.72% notes due 2040 (the “new notes”) and, in the case of the 7.20% Debentures due 2036, an additional cash amount (the “exchange offer”). The exchange offer, which commenced on April 26, 2010, expired at 12:00 midnight, New York City time, at the end of the day on May 21, 2010.

On May 25, 2010, Lockheed Martin expects to deliver an aggregate principal amount of \$728,191,000 of new notes and, in the case of the 7.20% Debentures due 2036, will also pay aggregate cash consideration of \$40,616,800, for the old notes accepted for exchange, plus accrued and unpaid interest on such old notes and cash in lieu of fractional portions of new notes.

According to information provided by the exchange agent to Lockheed Martin, an aggregate principal amount set forth below of each series of the old notes listed below were validly tendered and not validly withdrawn on or before the expiration date. The table below identifies the aggregate principal amount of each series of old notes validly tendered and not withdrawn in the exchange offer.

<u>Series of Old Notes</u>	<u>Maturity Date of Old Notes</u>	<u>Aggregate Principal Amount Outstanding Prior to Exchange</u>	<u>Aggregate Principal Amount of Old Notes Tendered</u>
7.65% Debentures due 2016	5/1/16	\$ 600,000,000	\$ 148,465,000
7.75% Debentures due 2026	5/1/26	\$ 423,015,000	\$ 148,200,000
8.50% Debentures due 2029	12/1/29	\$ 316,347,000	\$ 111,300,000
7.20% Debentures due 2036	5/1/36	\$ 300,000,000	\$ 203,084,000
		Total:	\$ 611,049,000

The new notes will be issued only to holders of the old notes who have certified to Lockheed Martin in an eligibility letter as to certain matters, including (1) their status as “qualified institutional buyers” as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), or (2) outside the United States, their status as non-U.S. persons as defined in Regulation S under the Securities Act.

The new notes have not been registered under the Securities Act or any state securities laws. Therefore, the new notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

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This press release is not an offer to sell or a solicitation of an offer to buy any security. The exchange offer is being made solely by the offering memorandum and related letter of transmittal and only to such persons and in such jurisdictions as is permitted under applicable law.