

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE

AMENDMENT NO. 1
TO
FORM S-4

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)	3760 (Primary Standard Industrial Classification Code Number)	52-1893632 (I.R.S. Employer Identification No.)
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6801 ROCKLEDGE DRIVE
BETHESDA, MARYLAND 20817
301-897-6000
(Name, address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

STEPHEN M. PIPER, ESQUIRE
ASSOCIATE GENERAL COUNSEL
AND ASSISTANT SECRETARY
LOCKHEED MARTIN CORPORATION
6801 ROCKLEDGE DRIVE
BETHESDA, MARYLAND 20817
(301) 897-6000
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

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This Post-Effective Amendment No. 1 to the Registration Statement on Form S-4 (Registration No. 333-44671) (the "Registration Statement") is being filed by Lockheed Martin Corporation ("Lockheed Martin") for the purpose of removing from registration shares of Lockheed Martin Common Stock, par value \$1.00 per share ("Lockheed Martin Common Stock"), that will not be issued under the Registration Statement.

On July 3, 1997, Lockheed Martin and Northrop Grumman Corporation ("Northrop Grumman") issued a joint press release announcing that they had entered into an Agreement and Plan of Merger dated as of July 2, 1997 (the "Merger Agreement"). The Merger Agreement provided for the merger (the "Merger") of a wholly-owned subsidiary of Lockheed Martin with and into Northrop Grumman, with Northrop Grumman surviving as a wholly-owned subsidiary of Lockheed Martin.

On January 22, 1998, Lockheed Martin filed the Registration Statement to register 86,028,440 shares of Lockheed Martin Common Stock for use in connection with the Merger. On February 26, 1998, the Lockheed Martin stockholders and the Northrop Grumman stockholders approved the transaction.

Clause (a) of Section 7.2 of the Merger Agreement provided generally that the Merger Agreement could be terminated and the Merger abandoned by action of the Board of Directors of either Lockheed Martin or Northrop Grumman if the Merger had not been consummated by March 31, 1998. On July 16, 1998, at a special meeting of the Board of Directors of Lockheed Martin, the Board of Directors, acting pursuant to clause (a) of Section 7.2 of the Merger Agreement, terminated the Merger Agreement and abandoned the Merger.

None of the shares of Lockheed Martin Common Stock registered on the Registration Statement were issued, nor will any of such shares be issued, due to the termination of the Merger Agreement and abandonment of the Merger. Accordingly, 86,028,440 shares of Lockheed Martin Common Stock are hereby removed from registration.

SIGNATURES

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-4 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-44671 on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Montgomery, State of Maryland and on the date indicated below.

LOCKHEED MARTIN CORPORATION

Date: October 26, 1998

By: /s/STEPHEN M. PIPER

Stephen M. Piper
Associate General Counsel
and Assistant Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement No. 333-44671 on Form S-4 has been signed by the following persons in the capacities and the date indicated.

Signature	Title	Date
----- /s/Vance D. Coffman ----- Vance D. Coffman*	Chairman and Chief Executive Officer (Principal Executive Officer)	October 26, 1998
----- /s/Marcus C. Bennett ----- Marcus C. Bennett*	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)	October 26, 1998
----- /s/Todd J. Kallman ----- Todd J. Kallman*	Chief Accounting Officer	October 26, 1998
----- /s/Norman R. Augustine ----- Norman R. Augustine*	Director	October 26, 1998
----- /s/Lynne V. Cheney ----- Lynne V. Cheney*	Director	October 26, 1998
----- /s/Houston I. Flournoy ----- Houston I. Flournoy*	Director	October 26, 1998
----- /s/James F. Gibbons ----- James F. Gibbons*	Director	October 26, 1998
----- /s/Edward E. Hood, Jr. ----- Edward E. Hood, Jr.*	Director	October 26, 1998
----- /s/Caleb B. Hurtt ----- Caleb B. Hurtt*	Director	October 26, 1998
----- /s/Gwendolyn S. King ----- Gwendolyn S. King*	Director	October 26, 1998
----- /s/Vincent N. Marafino ----- Vincent N. Marafino*	Director	October 26, 1998
----- /s/Eugene F. Murphy ----- Eugene F. Murphy*	Director	October 26, 1998

/s/Allen E. Murray ----- Allen E. Murray*	Director	October 26, 1998
/s/Frank Savage ----- Frank Savage*	Director	October 26, 1998
/s/Peter B. Teets ----- Peter B. Teets*	Director	October 26, 1998
/s/Daniel M. Tellep ----- Daniel M. Tellep*	Director	October 26, 1998
/s/Carlisle A.H. Trost ----- Carlisle A.H. Trost*	Director	October 26, 1998
/s/James R. Ukropina ----- James R. Ukropina*	Director	October 26, 1998
/s/Douglas C. Yearley ----- Douglas C. Yearley*	Director	October 26, 1998

*By: /s/ STEPHEN M. PIPER

(Stephen M. Piper, Attorney-in-fact)