

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)

52-11893632
 (I.R.S. Employer
 Identification No.)

6801 Rockledge Drive
 Bethesda, Maryland 20817
 (301) 897-6000
 (Address of principal executive offices)

COMSAT Corporation Savings and Profit-Sharing Plan
 (Full title of the plan)

Marian S. Block, Esquire
 Vice President and Associate General Counsel
 Lockheed Martin Corporation
 6801 Rockledge Drive
 Bethesda, Maryland 20817
 (301) 897-6000

(Name and address and telephone number, including area code, of agent for
 service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered/(1)/	Proposed Maximum offering price per share	Proposed Maximum aggregate offering price	Amount of registration fee
Common Stock \$1.00 par value	1,000,000 shares	\$27.96875/(2)/	\$27,968,750/(2)/	\$7,384/(2)/
Interests in the Plan	-----	-----	-----	-----

(1) This Registration Statement covers, in addition to the number of shares of Common Stock stated above, and pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), an indeterminate number of plan interests to be offered or sold pursuant to the COMSAT Corporation Savings and Profit-Sharing Plan (the "Plan") by reason of certain events specified in the Plan.

(2) Pursuant to Rule 457(h) of the Securities Act, the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on July 31, 2000, as reported on the New York Stock Exchange.

The Exhibit Index for this Registration Statement is at page 6.

PART I

INFORMATION REQUIRED IN THE
SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 (plan information and registrant information) will be sent or given to employees as specified by Securities Act Rule 428(b)(1). Such documents need 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 Securities Act Rule 424. These documents, which include the statement of availability required by Item 2 of Form S-8, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Form S-8 (Part II hereof), 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 Certain Documents by Reference

The following documents filed by the Registrant to which this Registration Statement relates with the Commission are incorporated by reference and made a part hereof:

(a) The Post-Effective Amendment No.3 to Registrant's Registration Statement on Form S-4 on Form S-8 relating to the Plan filed with the Commission on August 3, 2000 (file number 333-78279).

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 hereby has been rendered by counsel who is a full-time employee of the Registrant. Counsel rendering such opinion is not eligible to participate in the Plan.

Item 8. Exhibits

See the attached Exhibit Index at page 6.

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan has caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Bethesda, state of Maryland.

COMSAT CORPORATION
SAVINGS AND PROFIT-SHARING PLAN

Date: August 3, 2000

/s/ Joan Kelly

By: Joan Kelly
Plan Administrator
Vice President, Human Resources

EXHIBIT INDEX

Exhibit Number	Description
- - - - -	- - - - -
4	COMSAT Corporation Savings and Profit-Sharing Plan (Restated effective January 1, 1995) (1).
5	Opinion of Counsel regarding the legality of the common stock to be issued.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of Deloitte & Touche LLP, Independent Auditors.
23.3	Consent of Counsel (included in Exhibit 5).
24	Powers of Attorney.

(1) Previously filed and incorporated by reference from the Registrant's Post Effective Amendment No. 3 to its Registration Statement on Form S-4 on Form S-8 filed with the Commission on August 3, 2000 (registration number 333-78279).

[LETTERHEAD OF LOCKHEED MARTIN CORPORATION]

August 3, 2000

Lockheed Martin Corporation
6801 Rockledge Drive
Bethesda, Maryland 20817

Re: Opinion re: Legality - Registration of Securities for use with respect to the COMSAT Corporation Savings and Profit-Sharing Plan.

Ladies and Gentlemen:

I submit this opinion to you in connection with the filing with the Securities and Exchange Commission of a registration statement on Form S-8 (the "Registration Statement") on the date hereof. The Registration Statement registers up to 1,000,000 shares of Lockheed Martin Corporation ("Lockheed Martin") common stock (the "Common Stock"), together with an indeterminate number of plan interests to be offered or sold by reason of certain events specified in the Plan, for use in connection with the COMSAT Corporation Savings and Profit-Sharing Plan (the "Plan").

As Vice President and Associate General Counsel of the Corporation, I have examined such corporate records, certificates and other documents and have reviewed such questions of law as I deemed necessary or appropriate for the purpose of this opinion.

Based on that examination and review, I advise you that in my opinion:

- (i) the Corporation has been duly incorporated and is validly existing under the laws of the State of Maryland; and
- (ii) to the extent that the operation of the Plan results in the issuance of Common Stock, such shares of Common Stock have been duly and validly authorized and, when issued in accordance with the terms set forth in the Plan, will be legally issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to my opinion in the Registration Statement. In giving my consent, I do not admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act of 1933 nor the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Marian S. Block

Marian S. Block
Vice President and Associate General Counsel
Lockheed Martin Corporation

cc: Frank H. Menaker, Jr.

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the COMSAT Corporation Savings and Profit-Sharing Plan of our report dated January 21, 2000, with respect to the consolidated financial statements of Lockheed Martin Corporation incorporated by reference in its Annual Report (Form 10-K) for the year ended December 31, 1999, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Washington, D.C.
July 31, 2000

CONSENT OF DELOITTE & TOUCHE LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement of Lockheed Martin Corporation on Form S-8 of our report dated June 30, 2000 appearing in the Annual Report on Form 11-K of the COMSAT Corporation Savings and Profit-Sharing Plan for the year ended December 31, 1999.

/s/ DELOITTE & TOUCHE LLP

McLean, Virginia
August 2, 2000

POWER OF ATTORNEY
LOCKHEED MARTIN CORPORATION

The undersigned hereby constitutes Marian S. Block and Renata Baker, and each of them, jointly and severally, his or her lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, including, but not limited to, that listed below, to execute and file, or cause to be filed, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission (hereinafter referred to as the "Commission") one or more registration statements on Form S-8 for the purpose of registering under the Securities Act of 1933, as amended, (the "Securities Act") securities to be issued under the COMSAT Corporation Savings and Profit-Sharing Plan and amendments thereto (including post-effective amendments), and all matters required by the Commission in connection with such registration statements under the Securities Act, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ Norman R. Augustine

July 20, 2000

Norman R. Augustine
Director

POWER OF ATTORNEY

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/s/ Marcus C. Bennett

July 20, 2000

Marcus C. Bennett
Director

POWER OF ATTORNEY

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/s/ Vance D. Coffman

July 20, 2000

Vance D. Coffman
Chairman and Chief Executive Officer

POWER OF ATTORNEY

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/s/ Lynne V. Cheney

July 20, 2000

Lynne V. Cheney
Director

POWER OF ATTORNEY

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/s/ James F. Gibbons

July 20, 2000

James F. Gibbons
Director

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/s/ Edward E. Hood, Jr.

July 20, 2000

Edward E. Hood, Jr.
Director

POWER OF ATTORNEY

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/s/ Caleb B. Hurtt

July 20, 2000

Caleb B. Hurtt
Director

POWER OF ATTORNEY

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/s/ Gwendolyn S. King

July 20, 2000

Gwendolyn S. King
Director

POWER OF ATTORNEY

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/s/ Eugene F. Murphy

July 20, 2000

Eugene F. Murphy
Director

POWER OF ATTORNEY

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/s/ James R. Ukropina

July 20, 2000

James R. Ukropina
Director

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/s/ Douglas C. Yearley

July 20, 2000

Douglas C. Yearley
Director

POWER OF ATTORNEY

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/s/ Robert J. Stevens

July 20, 2000

Robert J. Stevens
Executive Vice President and
Chief Financial Officer

POWER OF ATTORNEY

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/s/ Christopher E. Kubasik

July 20, 2000

Christopher E. Kubasik
Vice President and Controller

POWER OF ATTORNEY

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/s/ Louis R. Hughes

July 20, 2000

Louis R. Hughes
President and Chief Operating Officer