

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>COFFMAN VANCE D</u>  (Last) (First) (Middle) <u>6801 ROCKLEDGE DRIVE</u>  (Street) <u>BETHESDA MD 20817</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>LOCKHEED MARTIN CORP [ LMT ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>Chairman</b></p>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>08/18/2004</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/18/2004		I		3,897.3398	D	\$53.82	0	I	Lockheed Martin Salaried Savings Plan
Common Stock								73,401.985	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units	(1)	08/18/2004		I			8,887.0297	(7)	(7)	Common Stock	8,887.0297	\$53.82	0	I	Lockheed Martin Supplemental SSP
Phantom Stock Units	(1)							(2)	(2)	Common Stock	2,976.523		2,976.523 <sup>(5)</sup>	I	Lockheed Martin Dir Def Comp Plan
Phantom Stock Units	(1)							(3)	(3)	Common Stock	220,685.445		220,685.445 <sup>(6)</sup>	I	Lockheed Martin LTIP
Phantom Stock Units	(1)							(4)	(4)	Common Stock	133,114.4975		133,114.4975 <sup>(6)</sup>	I	Lockheed Martin DMICP

**Explanation of Responses:**

- The phantom stock units convert on a 1 for 1 basis.
- The information pertains to phantom stock units acquired under the Lockheed Martin Directors Deferred Compensation Plan exempt under Section 16(b). Units are settled upon the reporting person's retirement or termination of service.
- The information pertains to the phantom stock units acquired under the Lockheed Martin Long Term Incentive Plan exempt under Section 16(b) and will be settled in stock upon the reporting person's retirement or termination of service.
- The information pertains to the phantom stock units acquired under the Lockheed Martin Deferred Management Incentive Compensation Plan exempt under Section 16(b) and will be settled in stock upon the reporting person's retirement or termination of service.
- Plan balance valued quarterly as of June 30, 2004.
- Plan balance valued monthly as of July 31, 2004.
- The information is pursuant to a fund transfer under the Lockheed Martin Supplemental Salaried Savings Plan which is available to employees after attaining age 55.

**Remarks:**

Marian S. Block Attorney-in-fact 08/20/2004

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.