

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-1/A

Tender Offer Statement Pursuant to Section
14(d)(1) of the Securities Exchange Act of 1934
(Amendment No. 15)

COMSAT CORPORATION
(Name of Subject Company)

REGULUS, LLC
LOCKHEED MARTIN CORPORATION
(Bidders)

Common Stock, Without Par Value
(Title of Class of Securities)

20564D107
(CUSIP Number of Class of Securities)

STEPHEN M. PIPER, ESQ.
LOCKHEED MARTIN CORPORATION
6801 ROCKLEDGE DRIVE
BETHESDA, MARYLAND 20817
(301) 897-6000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications on behalf of Bidders)

COPY TO:
DAVID G. LITT, ESQ.
O'MELVENY & MYERS LLP
555 13TH STREET, N.W.
SUITE 500 WEST
WASHINGTON, D.C. 20004-1109
(202) 383-5300

CALCULATION OF FILING FEE

Transaction Valuation(1): \$1,169,509,386 Amount of Filing Fee: \$233,901

(1) Estimated for purposes of calculating the amount of the filing fee only.
The amount assumes the purchase of 25,703,503 shares of common stock,
without par

value (the "Shares"), of COMSAT Corporation (the "Company") at a price per Share of \$45.50 in cash (the "Offer Price"). Such number of shares represents 49% of the shares of Common Stock of the Company outstanding as of September 11, 1998, minus the number of shares of the Series II Common Stock of the Company outstanding as of September 11, 1998.

- [x] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount previously paid: \$233,901

Filing Parties: Regulus, LLC and
Lockheed Martin Corporation

Form or registration no.: Schedule 14D-1

Date Filed: September 25, 1998

(Continued on following page(s))

(Page 2 of 7 pages)

This Amendment No. 15 to the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1") amends and supplements the Schedule 14D-1 of Regulus, LLC, a single member Delaware limited liability company (the "Purchaser") and a wholly-owned subsidiary of Lockheed Martin Corporation, a Maryland corporation ("Parent"), in respect of the tender offer (the "Offer") by the Purchaser to purchase up to 49% (less certain adjustments) of the issued and outstanding shares (the "Shares") of common stock, without par value, of COMSAT Corporation, a District of Columbia corporation (the "Company"), at a price of \$45.50 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 25, 1998 (the "Offer to Purchase") and in the related Letter of Transmittal. The Offer is being made pursuant to an Agreement and Plan of Merger dated as of September 18, 1998, among the Company, Parent and Deneb Corporation, a wholly-owned subsidiary of Parent. The Schedule 14D-1 was initially filed with the Securities and Exchange Commission on September 25, 1998. Capitalized terms not defined herein have the meanings assigned thereto in the Schedule 14D-1 and the Offer to Purchase, which is attached as Exhibit (a)(1) to the Schedule 14D-1.

The Purchaser and Parent hereby amend and supplement the Schedule 14D-1 as follows:

ITEM 10: ADDITIONAL INFORMATION

Item 10(b) is hereby amended and supplemented by the addition of the following paragraph thereto:

On September 15, 1999, Parent issued the press release attached hereto as Exhibit (a)(21) pursuant to which it announced that the FCC at the meeting of its commissioners held earlier today affirmatively voted on two items related to the Offer. The text of the press release is incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended and supplemented by the addition of the following thereto:

(a)(21) Text of Press Release issued September 15, 1999

(Page 4 of 7 pages)

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

September 15, 1999

REGULUS, LLC

By: /s/ Marian S. Block

Name: Marian S. Block
Title: Vice President

(Page 5 of 7 pages)

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

September 15, 1999

LOCKHEED MARTIN CORPORATION

By: /s/ Marian S. Block

Name: Marian S. Block
Title: Assistant Secretary

(Page 6 of 7 pages)

14D-EXHIBIT INDEX

EXHIBIT	DESCRIPTION
-----	-----
(a)(21)	Text of Press Release issued September 15, 1999

(Page 7 of 7 pages)

FEDERAL COMMUNICATIONS COMMISSION APPROVES
LOCKHEED MARTIN AS AUTHORIZED CARRIER

BETHESDA, Maryland, September 15, 1999 -- The Federal Communications Commission (FCC) today affirmatively voted on two items related to the proposed strategic combination of Lockheed Martin (NYSE:LMT) and COMSAT Corporation (NYSE:CQ).

The first addressed Lockheed Martin's applications to effect a transfer of control of a COMSAT common carrier subsidiary into a Lockheed Martin subsidiary and the designation of that Lockheed Martin subsidiary as an "authorized carrier" under the 1962 Communications Satellite Act to acquire up to 49 percent of the COMSAT common stock.

The FCC also approved a report and order concerning whether INTELSAT should have direct access to the U.S. retail market rather than providing satellite services exclusively through COMSAT.

"Lockheed Martin is encouraged by the FCC actions taken today and appreciative of the agency's responsiveness," said John V. Sponyoe, chief executive officer of Lockheed Martin Global Telecommunications. In announcing these votes, the FCC did not release the related orders. Lockheed Martin has stressed to FCC staff the importance of quickly releasing these materials in order that Lockheed Martin may review them to determine whether they satisfy the conditions of the tender offer. Lockheed Martin anticipates the FCC will release these materials prior to the expiration of the tender offer.

The two-phase Lockheed Martin/COMSAT strategic combination was announced in September 1998. On August 20, 1999, COMSAT shareholders approved the proposed merger. The first phase of the combination, a cash tender offer by Lockheed Martin for up to 49 percent of the outstanding common shares of COMSAT, is scheduled to expire at 12:00 noon, New York City time, on Saturday, September 18, 1999.

###

CONTACT: Charles Manor, Lockheed Martin Global Telecommunications, 301/581-2720

www.lmgt.com

NOTE: Statements that are not historical facts are forward-looking statements made pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from anticipated results, including the effects of government budgets and requirements; economic conditions; competitive environment; timing of awards and contracts; the outcome of contingencies, including litigation and environmental remediation; and program performance, in addition to other factors not listed. See in this regard, the Corporation's filings with the SEC. The Corporation does not undertake any obligation to publicly release any revisions to forward-looking statements to reflect events or circumstances or changes in expectations after the date of this news release or the occurrence of anticipated events.