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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
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)

52-1893632
(I.R.S. Employee Identification No.)

6801 Rockledge Drive
Bethesda, Maryland 20817
(301) 897-6000
(Address, including zip code, and telephone number,
including area code, of registrant's
principal executive offices)

Marian S. Block
Vice President and Associate General Counsel
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)

Copies to:
Glenn C. Campbell
King & Spalding
1730 Pennsylvania Avenue, N.W.
Washington, D.C. 20006-4706
(202) 626-2388

Approximate date of commencement of proposed sale to the public: As
soon as practicable after this registration statement is declared effective.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box.

If any of the securities being registered on this Form are to be offered
on a delayed or continuous basis pursuant to Rule 415 under the Securities Act
of 1933, other than securities offered only in connection with dividend or
interest reinvestment plans, please check the following box:

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. 333-71409

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering.

If delivery of the prospectus is expected to be made pursuant to
Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be Registered (1) (2)	Proposed maximum offering price per unit (3)	Proposed maximum aggregate offering price(3)	Amount of registration fee
Debt Securities.....	\$500,000,000	100%	\$500,000,000	\$139,000

- (1) In United States dollars or the equivalent thereof in other currencies or composite currencies on the basis of exchange rates in effect on the date an agreement to sell the applicable Debt Securities is entered into by the Registrant.
- (2) Or, if any Debt Securities are issued at an original issue discount, such greater amount as may result in an aggregate offering price of \$500,000,000.
- (3) Estimated solely for purposes of calculating the registration fee.

The Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed to register additional Debt Securities of Lockheed Martin Corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3, as amended, filed by Lockheed Martin Corporation with the Securities and Exchange Commission (Registration No. 333-71409) pursuant to the Securities Act of 1933, are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED PROSPECTUS

EXHIBITS

All exhibits filed with or incorporated by reference in Registration Statement No. 333-71409 are incorporated by reference into, and shall be deemed a part of, this Registration Statement, except the following which are filed herewith or specifically incorporated by reference herein from Registration Statement No. 333-71409.

Exhibit Number -----	Description -----
5.1	-- Opinion of King & Spalding.
23.1	-- Consent of Ernst & Young LLP, Independent Auditors.
23.2	-- Consent of King & Spalding (included in its opinion filed as Exhibit 5.1 hereto).
24.1	-- Powers of Attorney. (1)

(1) Included as Exhibit 24.1 in the Registration Statement on Form S-3 (Registration No. 333-71409) filed with the Commission on January 22, 1999.

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-3 and had duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bethesda, State of Maryland, the 18th day of November, 1999.

LOCKHEED MARTIN CORPORATION

By: /s/ Marian S. Block

 Marian S. Block
 Vice President and Associate General Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Vance D. Coffman ----- Vance D. Coffman	Chairman and Chief Executive Officer (Principal Executive Officer)	November 18, 1999
/s/ Robert J. Stevens ----- Robert J. Stevens	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 17, 1999

The Registration Statement also has been signed on the date indicated by the following directors, who constitute a majority of the Board of Directors:

Norman R. Augustine*	Caleb B. Hurtt*
Marcus C. Bennett*	Gwendolyn S. King*
Lynne V. Cheney*	Eugene F. Murphy*
Vance D. Coffman*	Frank Savage*
Houston I. Flournoy*	Carlisle A.H. Trost*
James F. Gibbons*	James R. Ukropina*
Edward E. Hood, Jr.*	Douglas C. Yearley*

*By: /s/ Frank H. Menaker, Jr. November 18, 1999

 Frank H. Menaker, Jr.
 (As Attorney-in-fact)

EXHIBIT INDEX

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(File No. 333-71409) filed with the Commission on January 22, 1999.

[King & Spalding Letterhead]

November 18, 1999

Re: Lockheed Martin Corporation: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Lockheed Martin Corporation, a Maryland corporation (the "Corporation"), in connection with the proposed issuance and sale from time to time of up to \$3,000,000,000 aggregate principal amount of the Corporation's Debt Securities pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Act"). The \$3,000,000,000 of Debt Securities covered by this opinion includes (1) \$500,000,000 of Debt Securities covered by a Registration Statement on Form S-3 (the "Rule 462(b) Registration Statement") filed by the Corporation with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Act and (2) \$2,500,000,000 of Debt Securities currently available for issuance under the Registration Statement on Form S-3 previously filed by the Corporation with the Commission on March 24, 1999 (File No. 333-71409) (the "Original Registration Statement"), to which the Rule 462(b) Registration Statement relates. In our capacity as counsel to the Corporation, we have reviewed the Charter and Bylaws of the Corporation, the form of Indenture to be entered into by and between the Corporation and U.S. Bank Trust, National Association (the "Trustee") (as supplemented or modified by the Trust Indenture Act of 1939, collectively, the "Indenture"), the Rule 462(b) Registration Statement including the exhibits thereto, the Original Registration Statement including the exhibits thereto, the corporate proceedings of the Corporation relating to the authorization of the issuance of the Debt Securities and such certificates and other documents as we deemed necessary or advisable for the purposes of this opinion.

Based on the foregoing, we are of the opinion that the Debt Securities, when duly authorized and executed in accordance with the terms of the resolutions adopted by the Board of Directors of the Corporation and the terms of the Indenture, authenticated by the Trustee in accordance with the terms of the Indenture and issued and delivered against payment therefor, will be legally issued and will constitute valid and binding obligations of the Corporation entitled to the benefits of the Indenture.

We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to the reference to us under the heading "Validity of the Debt Securities." In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ King & Spalding

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in the Registration Statement on Form S-3 of Lockheed Martin Corporation for the registration of \$500 million of debt securities, as such section is incorporated by reference from the Registration Statement on Form S-3 (File No. 333-71409), and to the incorporation by reference therein of our report dated January 22, 1999, except for the third paragraph of Note 4, as to which the date is February 11, 1999, with respect to the consolidated financial statements of Lockheed Martin Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 1998, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Washington, D.C.
November 15, 1999