
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of Earliest Event Reported) – December 1, 2004

LOCKHEED MARTIN CORPORATION

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of Incorporation)

1-11437
(Commission File Number)

52-1893632
(IRS Employer
Identification No.)

6801 Rockledge Drive, Bethesda, Maryland
(Address of principal executive offices)

20817
(Zip Code)

(301) 897-6000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

Lockheed Martin Corporation issued a press release on December 1, 2004 announcing that that the conversion rate for its \$1 billion principal amount of outstanding Floating Rate Convertible Senior Debentures due 2033 will be adjusted from 13.1939 shares of common stock to 13.3326 shares of common stock for each \$1,000 original principal amount of debentures. The resulting conversion price for the debentures will be \$75.00. The adjustment will be effective immediately prior to the opening of business on December 2, 2004. A copy of the press release is attached as Exhibit 99 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99	Lockheed Martin Corporation Press Release dated December 1, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LOCKHEED MARTIN CORPORATION

/s/ Rajeev Bhalla

Rajeev Bhalla
Vice President and Controller

December 1, 2004

*Information***LOCKHEED MARTIN CORPORATION ANNOUNCES ADJUSTMENT TO CONVERSION
RATE FOR ITS OUTSTANDING FLOATING RATE CONVERTIBLE DEBENTURES**

BETHESDA, Maryland, December 1, 2004 – Lockheed Martin Corporation (NYSE: LMT) today announced that the conversion rate for its \$1 billion principal amount of outstanding Floating Rate Convertible Senior Debentures due 2033 will be adjusted from 13.1939 shares of common stock to 13.3326 shares of common stock for each \$1,000 original principal amount of debentures. The resulting conversion price for the debentures will be \$75.00. The adjustment will be effective immediately prior to the opening of business on December 2, 2004. The cumulative adjustment is required, in accordance with the terms of the indenture governing the debentures, as a result of Lockheed Martin's declaration of dividends in excess of the quarterly dividend threshold amount of \$.12 per share specified in the indenture.

Headquartered in Bethesda, Md., Lockheed Martin employs about 130,000 people worldwide and is principally engaged in the research, design, development, manufacture and integration of advanced technology systems, products and services. The Corporation reported 2003 sales of \$31.8 billion.

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