

SECURITIES AND EXCHANGE COMMISSION

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
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)

Frank H. Menaker, Jr.  
Vice President and 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)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:  
From time to time after the effective date of this registration statement.

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. [ ]

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. [ ]

=====  
\*Successor to Martin Marietta Corporation

[END OF REGISTRATION STATEMENT COVER PAGE]

## EXPLANATORY STATEMENT

On January 28, 1996, Lockheed Martin Corporation (the "Corporation") consummated an internal reorganization pursuant to which its wholly owned subsidiaries, Martin Marietta Technologies, Inc., Martin Marietta Corporation, Lockheed Sanders Corporation, Lockheed Missiles and Space Company, Inc. and Lockheed Corporation, were merged in a series of transactions into the Corporation. As a result, the businesses previously conducted by those former subsidiaries and the Corporation are now conducted by the Corporation. On March 12, 1993, Martin Marietta Corporation filed a Registration Statement on Form S-3 (Reg. No. 33-59466-01) (the "Registration Statement") registering Martin Marietta Corporation debt securities with an initial offering price of \$800,000,000 in the aggregate (the "Debt Securities"). Debt Securities with an aggregate initial offering price of \$500,000,000 have been issued as of the date of this Post-Effective Amendment. This Post-Effective Amendment to Form S-3 removes from registration the remaining Debt Securities issuable pursuant to the Registration Statement.

### ITEM 16. EXHIBITS.

24 Powers of Attorney

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 has 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 2nd day of May 1996.

LOCKHEED MARTIN CORPORATION

By: /s/ Frank H. Menaker, Jr.

\_\_\_\_\_  
Frank H. Menaker, Jr.  
Vice President and 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.

|                                   |  |             |
|-----------------------------------|--|-------------|
| *<br>-----<br>Norman R. Augustine | Chief Executive<br>Officer (Principal<br>Executive Officer)                              | May 2, 1996 |
| *<br>-----<br>Marcus C. Bennett   | Senior Vice President<br>and Chief Financial<br>Officer (Principal<br>Financial Officer) | May 2, 1996 |
| *<br>-----<br>Robert E. Rulon     | Vice President and<br>Controller<br>(Principal Accounting<br>Officer)                    | May 2, 1996 |

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* | Vincent N. Marafino* |
| Marcus B. Bennett*   | Eugene F. Murphy*    |
| Lynne V. Cheney*     | Allen E. Murray*     |
| Vance D. Coffman*    | Frank Savage*        |
| Houston K. Flournoy* | Daniel M. Tellep**   |
| Edward E. Hood, Jr.* | Carlisle A.H. Trost* |
| Caleb B. Hurtt*      | James R. Ukropina*   |
| Gwendolyn S. King*   | Douglas C. Yearley*  |

\*By: /s/ Stephen M. Piper

May 2, 1996

\_\_\_\_\_  
Stephen M. Piper  
(As Attorney-in-fact)

24 Powers of Attorney

POWER OF ATTORNEY

LOCKHEED MARTIN CORPORATION  
(as successor by merger to each of  
Martin Marietta Corporation and  
Lockheed Corporation)

The undersigned hereby constitutes Frank H. Menaker, Jr. and Stephen M. Piper, 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 prepare, 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"), under the Securities Act of 1933, as amended, (the "Securities Act") of a Post-Effective Amendment to Registration Statement on Form S-3 (Reg. No. 33-59466-01), filed by Martin Marietta Corporation and a Post-Effective Amendment to Registration Statement on Form S-3 (Reg. No. 33-49327), filed by Lockheed Corporation (collectively, the "Post-Effective Amendments"), for the purpose of removing from registration those securities not issued thereunder, and all matters required by the Commission in connection with the Post-Effective Amendments 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 attorney's-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  
-----  
Norman R. Augustine  
President, Chief Executive  
Officer and Director

April 25, 1996

POWER OF ATTORNEY

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/s/ MARCUS C. BENNETT

April 25, 1996

-----  
Marcus C. Bennett  
Senior Vice President, Chief  
Financial Officer and Director  
(Principal Financial Officer)

POWER OF ATTORNEY

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/s/ ROBERT E. RULON

April 25, 1996

-----  
Robert E. Rulon

Vice President and Controller  
(Principal Accounting Officer)



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/s/ LYNNE V. CHENEY

April 25, 1996

-----  
Lynne V. Cheney  
Director

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/s/ VANCE D. COFFMAN  
-----  
Vance D. Coffman  
Director

April 25, 1996

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/s/HOUSTON K. FLOURNOY

April 25, 1996

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Houston K. Flournoy  
Director

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/s/ CALEB B. HURTT

April 25, 1996

- - - - -  
Caleb B. Hurtt  
Director

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/s/ GWENDOLYN S. KING

April 25, 1996

-----  
Gwendolyn S. King  
Director

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/s/ VINCENT N. MARAFINO

April 25, 1996

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Vincent N. Marafino  
Director

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/s/ EUGENE F. MURPHY

April 25, 1996

-----  
Eugene F. Murphy  
Director

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/s/ ALLEN E. MURRAY

April 25, 1996

-----  
Allen E. Murray  
Director



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/s/ FRANK SAVAGE

April 25, 1996

-----  
Frank Savage  
Director

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/s/ DANIEL M. TELLEP

April 25, 1996

- - - - -  
Daniel M. Tellep  
Director

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/s/ EDWARD E. HOOD, JR.

April 25, 1996

-----  
Edward E. Hood, Jr.  
Director

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/s/ CARLISLE A.H. TROST

April 25, 1996

-----  
Carlisle A.H. Trost  
Director

POWER OF ATTORNEY

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Martin Marietta Corporation and  
Lockheed Corporation)

The undersigned hereby constitutes Frank H. Menaker, Jr. and Stephen M. Piper, 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 prepare, 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"), under the Securities Act of 1933, as amended, (the "Securities Act") of a Post-Effective Amendment to Registration Statement on Form S-3 (Reg. No. 33-59466-01), filed by Martin Marietta Corporation and a Post-Effective Amendment to Registration Statement on Form S-3 (Reg. No. 33-49327), filed by Lockheed Corporation (collectively, the "Post-Effective Amendments"), for the purpose of removing from registration those securities not issued thereunder, and all matters required by the Commission in connection with the Post-Effective Amendments 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 attorney's-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/ JAMES R. UKROPINA

April 25, 1996

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James R. Ukropina  
Director

POWER OF ATTORNEY

LOCKHEED MARTIN CORPORATION  
(as successor by merger to each of  
Martin Marietta Corporation and  
Lockheed Corporation)

The undersigned hereby constitutes Frank H. Menaker, Jr. and Stephen M. Piper, 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 prepare, 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"), under the Securities Act of 1933, as amended, (the "Securities Act") of a Post-Effective Amendment to Registration Statement on Form S-3 (Reg. No. 33-59466-01), filed by Martin Marietta Corporation and a Post-Effective Amendment to Registration Statement on Form S-3 (Reg. No. 33-49327), filed by Lockheed Corporation (collectively, the "Post-Effective Amendments"), for the purpose of removing from registration those securities not issued thereunder, and all matters required by the Commission in connection with the Post-Effective Amendments 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 attorney's-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/ DOUGLAS C. YEARLEY

April 25, 1996

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Douglas C. Yearley  
Director