

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. )\*

L-3 Communications Holdings, Inc.

---

(Name of Issuer)

Common Stock

---

(Title of Class and Securities)

502424

---

(CUSIP Number of Class of Securities)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

---

(1) NAMES OF REPORTING PERSONS

Lockheed Martin Corporation            I.D. No. 52-1893632

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

- (a)
- (b) X

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

---

: (5) SOLE VOTING POWER  
: (Discretionary Accounts)

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

: 2,300,000 shares

---

: (6) SHARED OR NO VOTING POWER  
0 (shared)  
0 shares (No Vote)

---

: (7) SOLE DISPOSITIVE POWER  
(Discretionary Accounts)  
: 2,300,000 shares

---

: (8) SHARED DISPOSITIVE POWER  
  
: 0 shares (Shared)  
0 shares (None)

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
(Discretionary & Non-discretionary Accounts)  
2,300,000 shares

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES - - See Items 4(c)(ii) and (iv)

---

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
7.1%

---

(12) TYPE OF REPORTING PERSON  
CO

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:

L-3 Communications Holdings, Inc.

Item 1(b). Name of Issuer's Principal Executive Offices:

600 Third Avenue  
New York, New York 10016

Item 2(a). Name of Person Filing:

Lockheed Martin Corporation

Item 2(b). Address or Principal Business Office or, if None, Residence:

6801 Rockledge Drive, Bethesda, Maryland 20817

Item 2(c). Citizenship:

Maryland

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

502424

Item 3. Not applicable.

Item 4. Ownership

(a) Amount Beneficially Owned:

2,300,000

(b) Percent of Class:

7.1%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

2,300,000

(ii) shared power to vote or to direct the vote:

None

(iii) sole power to dispose or to direct the disposition of:

2,300,000

(iv) shared power to dispose or to direct the disposition of:

None

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13G in connection with Lockheed Martin Corporation's beneficial ownership of the common stock of L-3 Communications Holdings, Inc. on this date is true, complete and correct.

Date 2/18/99

\_\_\_\_\_  
/s/ Marian S. Block

\_\_\_\_\_  
Vice President and Associate General Counsel