
United States
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) – November 29, 2012

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:

- 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.

On November 29, 2012, Lockheed Martin Corporation (“Lockheed Martin”) issued a press release announcing early results of its offer to exchange any and all of its outstanding 7.00% Debentures due 2023 (as successor in interest to Loral Corporation), 8.375% Debentures due 2024 (as successor in interest to Loral Corporation), 7.625% Debentures due 2025 (as successor in interest to Loral Corporation), 7.75% Debentures due 2026, 8.50% Debentures due 2029, 7.20% Debentures due 2036, 6.15% Notes due 2036, 5.50% Notes due 2039 and 5.72% Notes due 2040 (collectively, the “old notes”), for a new series of 4.07% notes due 2042 (the “new notes”) and an additional cash payment (the “exchange offer”). Lockheed Martin also announced that the amount of outstanding old notes validly tendered and not validly withdrawn as of 5:00 p.m., New York City time, on November 28, 2012 satisfied the minimum condition of the exchange offer. A copy of the press release announcing early results of the exchange offer is filed as exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The new notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”) or any state securities laws. Therefore, the new notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Lockheed Martin Corporation Press Release dated November 29, 2012.

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

By: /s/ David A. Dedman

David A. Dedman

Vice President & Associate General Counsel

November 29, 2012

Exhibit Index**Exhibit
No.****Description**

99.1 Lockheed Martin Corporation Press Release dated November 29, 2012.



News Release

**LOCKHEED MARTIN ANNOUNCES EARLY RESULTS AND
SATISFACTION OF MINIMUM CONDITION OF EXCHANGE OFFER**

Subsequent Tenders to Receive Total Exchange Consideration

BETHESDA, Md., Nov. 29, 2012 – Lockheed Martin Corporation [NYSE: LMT] today announced early results of its offer to exchange any and all of its outstanding debt securities listed in the table below (the “old notes”) for a new series of 4.07% notes due 2042 (the “new notes”) and an additional cash amount (the “exchange offer”). The approximate principal amounts of each series of old notes that have been validly tendered for exchange, as of 5:00 p.m., New York City time, on Nov. 28, 2012 (the “early participation date”), based on information provided by the exchange agent to Lockheed Martin, are presented in the table below. These tendered old notes may not be withdrawn. The amount of outstanding old notes validly tendered and not validly withdrawn as of the early participation date, as reflected in the table below, exceeded the minimum condition of the exchange offer.

CUSIP	Series	Maturity Date of Old Notes	Aggregate Principal Amount Outstanding	Approximate Aggregate Principal Amount Tendered as of 11/28/12
543859AH5	7.00% Debentures due 2023 (Lockheed Martin as successor in interest to Loral Corporation)	09/15/23	\$ 190,000,000	\$ 60,978,000
543859AK8	8.375% Debentures due 2024 (Lockheed Martin as successor in interest to Loral Corporation)	06/15/24	\$ 167,772,000	\$ 275,000
543859AL6	7.625% Debentures due 2025 (Lockheed Martin as successor in interest to Loral Corporation)	06/15/25	\$ 150,000,000	\$ 7,855,000
539830AF6	7.75% Debentures due 2026	05/01/26	\$ 228,495,000	\$ 60,101,000
539830AK5	8.50% Debentures due 2029	12/01/29	\$ 205,047,000	\$ 7,846,000
539830AD1	7.20% Debentures due 2036	05/01/36	\$ 69,071,000	\$ 30,070,000
539830AR0 539830AQ2 U5400EAA9	6.15% Notes due 2036	09/01/36	\$1,079,230,000	\$ 415,499,000
539830AU3	5.50% Notes due 2039	11/15/39	\$ 600,000,000	\$ 270,552,000
539830AW9 539830AV1 U5400EAB7	5.72% Notes due 2040	06/01/40	\$ 728,191,000	\$ 284,741,000
			Total:	\$1,137,917,000

Lockheed Martin also announced today that holders of old notes that validly tender their old notes after the early participation date and prior to the expiration of the exchange offer will also receive the same total exchange consideration (including the early participation payment) for the series of old notes tendered as will be received by holders of old notes that validly tendered the same series of old notes by the early participation date. Tenders submitted in the exchange offer after the early participation date of the exchange offer will be irrevocable except in the limited circumstances required by law (as determined by Lockheed Martin).

The exchange offer is only made, and copies of the offering documents will only be made available, to holders of the old notes who have certified to Lockheed Martin in an eligibility letter as to certain matters, including (1) their status as “qualified institutional buyers” as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), or (2) outside the United States, their status as non-U.S. persons as defined in Regulation S under the Securities Act. The exchange offer is scheduled to expire at 12:00 midnight, New York City time, at the end of the day on Dec. 12, 2012, unless extended.

The new notes have not been registered under the Securities Act or any state securities laws. Therefore, the new notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

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This press release is not an offer to sell or a solicitation of an offer to buy any security. The exchange offer is being made solely by the offering memorandum and related letter of transmittal and only to such persons and in such jurisdictions as is permitted under applicable law.

Disclosure regarding Forward-Looking Statements

This news release contains certain forward-looking information that is based on Lockheed Martin’s current expectations and assumptions. The statements in this press release regarding the planned exchange offer, the terms and conditions thereof and other statements that are not historical facts are forward-looking. Forward-looking information involves risks and uncertainties and reflects our best judgment based on current information. No forward-looking information may be guaranteed. Lockheed Martin undertakes no duty to update any forward-looking statement to reflect subsequent events, actual results or changes in our expectations.