
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13E-4

ISSUER TENDER OFFER STATEMENT
(Pursuant to Section 13(e)(1) of the
Securities Exchange Act of 1934)
(AMENDMENT NO.2)

LOCKHEED MARTIN CORPORATION
(Name of Issuer)

LOCKHEED MARTIN CORPORATION
(Name of Person(s) Filing Statement)

COMMON STOCK
par value \$1.00 per shares
(Title of Class of Securities)

539830 10 9

(CUSIP Number of Class of Securities)

Stephen M. Piper
LOCKHEED MARTIN CORPORATION
6801 Rockledge Drive
Bethesda, Maryland 20817
(301) 897-6000

-Copy to-

William J. Phillips
Jonathan L. Freedman
Dewey Ballantine
1301 Avenue of the Americas
New York, New York 10019-6092
(212) 259-8000

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications on behalf of
Person(s) Filing Statement)

September 16, 1996
(Date Tender Offer First Published, Sent
or Given to Security Holders)

This Amendment No. 2 amends and supplements the Issuer Tender Offer Statement on Schedule 13E-4, dated September 16, 1996, as amended by Amendment No. 1 dated October 21, 1996, of Lockheed Martin Corporation, a Maryland corporation ("Lockheed Martin"), relating to the offer by Lockheed Martin to exchange 4.72 shares of common stock, par value \$.01 per share ("Materials Common Stock"), of Martin Marietta Materials, Inc., a North Carolina corporation ("Materials"), of which Lockheed Martin owns approximately 81% of the issued and outstanding shares, for each share of common stock of Lockheed Martin, par value \$1.00 per share ("Lockheed Martin Common Stock"), upon the terms and subject to the conditions set forth in the Offering Circular - Prospectus dated September 16, 1996 (the "Offering Circular - Prospectus") and the related Letter of Transmittal. Capitalized terms used but not defined herein have the meanings ascribed to them in the Offering Circular - Prospectus.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

(a) (16) Press Release dated October 25, 1996.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 25, 1996

LOCKHEED MARTIN CORPORATION

By: /s/ Stephen M. Piper

Name: Stephen M. Piper
Title: Associate General
Counsel and
Assistant Secretary

EXHIBIT INDEX

Exhibit No.

Description

Page No.

(a) (16)

Press Release dated
October 25, 1996

FOR IMMEDIATE RELEASE

LOCKHEED MARTIN, MARTIN MARIETTA MATERIALS ANNOUNCE FINAL EXCHANGE OFFER
PRORATION FACTOR

BETHESDA, Maryland and RALEIGH, North Carolina, October 25 -- Lockheed Martin Corporation (NYSE:LMT) and Martin Marietta Materials (NYSE:MLM) announced today a final proration factor of 17.97 percent for the exchange offer through which Lockheed Martin shareholders were given the opportunity to exchange shares of Lockheed Martin common stock for common stock in Martin Marietta Materials, Inc.

The exchange offer, which was oversubscribed, expired at midnight last Friday. Based on the final count by the exchange agent, 42,881,411 shares of Lockheed Martin stock were tendered for exchange, including 253,120 shares held by eligible odd-lot shareholders. In accordance with the terms of the exchange offer, Lockheed Martin has unconditionally accepted 7,913,136 shares of Lockheed Martin in exchange for the 37,350,000 shares of Martin Marietta Materials that it owned. All shares tendered by eligible odd-lot shareholders will be accepted; all other shares tendered will be prorated at 17.97 percent.

(MORE)

As a result of this transaction, Lockheed Martin has no remaining ownership interest in Martin Marietta Materials and has reduced its common shares outstanding by 7,913,136, or approximately 4 percent, to 192,542,724 shares. Martin Marietta Materials has 46,079,300 shares outstanding.

Certificates for shares of Martin Marietta Materials common stock, checks in lieu of fractional Martin Marietta Materials shares, and Lockheed Martin shares tendered but not accepted for exchange will be mailed on or about October 31 as designated by the tendering shareholder.

Lockheed Martin, headquartered in Bethesda, Maryland, is a diversified enterprise focused on the research, development, design, manufacture and integration of advanced-technology products and services.

Martin Marietta Materials, based in Raleigh, North Carolina, is the second largest producer in the U.S. of aggregates used for the construction of highways and other infrastructure projects, and for commercial and residential construction, and also produces products for the steel industry and for industrial, environmental and agricultural applications.

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