

LOCKHEED MARTIN CORP  
Form 8-K  
May 10, 2010

**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) May 10, 2010**

**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.)

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

**(301) 897-6000**

**20817**  
(Zip Code)

(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))

**Item 8.01. Other Events.**

On May 10, 2010, Lockheed Martin Corporation issued a press release announcing early results of its offer to exchange any and all of its outstanding 7.65% Debentures due 2016, 7.75% Debentures due 2026, 8.50% Debentures due 2029 and 7.20% Debentures due 2036 (collectively, the old notes ) for a new series of 5.72% notes due 2040 (the new notes ) and, in the case of the 7.20% Debentures due 2036, an additional cash payment (the exchange offer ). Lockheed Martin Corporation also announced that the amount of outstanding old notes validly tendered and not validly withdrawn as of 5:00 p.m., New York City time, on May 7, 2010 (the early participation date ) exceeded the minimum condition of the exchange offer. Lockheed Martin further announced that holders of old notes that 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 tendered the same series of old notes by the early participation date. A copy of the press release is filed as exhibit 99 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, 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 of 1933, as amended, and any applicable state securities laws.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99                 | Lockheed Martin Corporation Press Release dated May 10, 2010. |

**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

May 10, 2010