

LOCKHEED MARTIN CORP  
Form S-8 POS  
August 24, 2011

As filed with the Securities and Exchange Commission on August 23, 2011

Registration No. 333-155684

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**LOCKHEED MARTIN CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

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**Maryland**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**52-1893632**  
(I.R.S. Employer

Identification No.)

**6801 Rockledge Drive**

**Bethesda, Maryland 20817**

(Address of Principal Executive Offices)

**Lockheed Martin Corporation Amended and Restated 2003 Incentive Performance Award Plan**

(Full Title of each Plan)

**Marian S. Block**

**Vice President and Associate General Counsel**

**Lockheed Martin Corporation**

**6801 Rockledge Drive**

**Bethesda, Maryland 20817**

(Name and address of agent for service)

**(301) 897-6000**

(Telephone number, including area code, of agent for service)

EXPLANATORY NOTE

Lockheed Martin Corporation (the Registrant) is filing this Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 (this Post-Effective Amendment No. 1) to deregister certain securities originally registered by the Registrant pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission on November 25, 2008, Registration No. 333-155684 (the 2008 Form S-8), with respect to shares of the Registrant's common stock, par value \$1.00 per share (the Common Stock), thereby registered for offer or sale pursuant to the Lockheed Martin Corporation Amended and Restated 2003 Incentive Performance Award Plan (the 2003 Plan). A total of 10,000,000 shares of Common Stock were initially registered for issuance under the 2008 Form S-8.

On April 28, 2011, the shareholders of the Registrant approved the Lockheed Martin Corporation 2011 Incentive Performance Award Plan (the 2011 Plan), which replaces the 2003 Plan for future awards. No future awards will be made under the 2003 Plan. According to the terms of the 2011 Plan, any shares remaining issuable under the 2003 Plan are available for issuance under the 2011 Plan. Of the 10,000,000 shares registered under the 2008 Form S-8, 2,182,333 shares (the Carryover Shares) remained available for issuance as of August 19, 2011 and are hereby deregistered from the 2008 Form S-8.

Contemporaneously with the filing of this Post-Effective Amendment No. 1, the Registrant is filing a Registration Statement on Form S-8 to register the shares of Common Stock that have become available for offer or sale pursuant to the 2011 Plan.

In accordance with Rule 457(p) of the Securities Act of 1933, as amended, the Registrant will carry over the registration fees paid for the Carryover Shares that were previously registered pursuant to the 2008 Form S-8 to offset the registration fees due in connection with the Registration Statement on Form S-8 for the 2011 Plan that is filed contemporaneously with the filing of this Post-Effective Amendment No. 1.

**SIGNATURES**

*The Registrant.* 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-8 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, on this 23rd day of August 2011.

**LOCKHEED MARTIN CORPORATION**

/s/ MARIAN S. BLOCK  
**Marian S. Block**

**Vice President and Associate General Counsel**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
*	Chairman, Director and Chief Executive Officer (Principal Executive Officer)	August 23, 2011
<b>Robert J. Stevens</b>		
*	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 23, 2011
<b>Bruce L. Tanner</b>		
/s/ CHRISTOPHER J. GREGOIRE	Vice President and Controller	August 23, 2011
<b>Christopher J. Gregoire</b>	(Principal Accounting Officer)	

This Registration Statement also has been signed on the date indicated by the following directors, who constitute a majority of the Board of Directors:

Nolan D. Archibald*	Douglas H. McCorkindale*
David B. Burritt*	Joseph W. Ralston*
James O. Ellis, Jr.*	Anne Stevens*
Gwendolyn S. King*	Robert J. Stevens*
James M. Loy*	

\* By: /s/ MARIAN S. BLOCK August 23, 2011  
**Marian S. Block**

**(Attorney-in-fact\*\*)**

\*\* By authority of Powers of Attorney filed with this Registration Statement on Form S-8.