

MARTIN MARIETTA MATERIALS INC  
 Form 3  
 May 25, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |   |
|---|---------|--------------------------------------|--|---|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |   |
| Â SOUTHEASTERN ASSET MANAGEMENT INC/TN/   |         | (Month/Day/Year)                     | MARTIN MARIETTA MATERIALS INC [MLM]                                    |   |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       |   |
| 6410 POPLAR AVENUE,Â SUITE 900            |         |                                      | (Check all applicable)   |   |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                                      | <input checked="" type="checkbox"/> 10% Owner |
| MEMPHIS,Â TNÂ 38119                       |         |                                      | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                |
| (City)                                    | (State) | (Zip)                                | (give title below) (specify below)                                     |   |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |   |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |   |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)              |
|------------------------------------|--|---|---|
| Common Stock                       | 6,205,303  | I   | Voting and/or investment discretion per investment advisory contracts |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| (Month/Day/Year)    | Derivative Security<br>(Instr. 4) | or Exercise<br>Price of<br>Derivative<br>Security | Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | (Instr. 5) |
|---------------------|-----------------------------------|---|--|------------|
| Date<br>Exercisable | Expiration<br>Date                | Title   | Amount or<br>Number of<br>Shares   |            |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SOUTHEASTERN ASSET MANAGEMENT INC/TN/<br>6410 POPLAR AVENUE<br>SUITE 900<br>MEMPHIS, TN 38119 | ^             | ^ X       | ^       | ^     |

## Signatures

/s/ Steven P. McBride, Assistant General Counsel, Southeastern Asset Management, Inc.

05/25/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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### Remarks:

Southeastern Asset Management, Inc. ("Southeastern") does not have a pecuniary interest in the securities

As a result of a conversion from a Schedule 13G to Schedule 13D filing, Southeastern may now

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.