

MARTIN MARIETTA MATERIALS INC
 Form 3
 February 01, 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 * Guzzo Dana F. (Last) (First) (Middle) 2710 WYCLIFF ROAD (Street) RALEIGH, NC 27607 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/26/2012	3. Issuer Name and Ticker or Trading Symbol MARTIN MARIETTA MATERIALS INC [MLM]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP/Controller/CAO & CIO	5. If Amendment, Date Original Filed(Month/Day/Year)	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
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	219.25	I	by 401(k) Plan
Common Stock	3,380	D	

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

SEC 1473 (7-02)

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

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy)	Â <u>(2)</u>	08/17/2014	Common Stock	2,000	\$ 42.38	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	05/24/2013	Common Stock	927	\$ 61.05	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	05/22/2014	Common Stock	1,020	\$ 89.02	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	05/22/2015	Common Stock	1,055	\$ 151.92	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	05/28/2016	Common Stock	1,244	\$ 117.77	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	05/27/2017	Common Stock	1,103	\$ 79.79	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	05/27/2018	Common Stock	462	\$ 95.27	D	Â
Stock Options (Right to Buy)	Â <u>(1)</u>	05/12/2019	Common Stock	582	\$ 86.9	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guzzo Dana F. 2710 WYCLIFF ROAD RALEIGH, NC 27607	Â	Â	Â SVP/Controller/CAO & CIO	Â

Signatures

/s/ Dana F. Guzzo 01/27/2012

**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).
- (1) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options become exercisable in four equal annual installments commencing one year from the date of grant.
- (2) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options become exercisable in three equal annual installments commencing one year from the date of grant.

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.