

MARTIN MARIETTA MATERIALS INC  
 Form 4  
 September 24, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 NNS Holding

2. Issuer Name and Ticker or Trading Symbol  
 MARTIN MARIETTA MATERIALS INC [MLM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 09/22/2008

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

C/O M&C CORPORATE SERVICES, PO BOX 309GT  
 UGLAND HOUSE, SOUTH CHURCH

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_X\_ Form filed by More than One Reporting Person

GEORGETOWN, E9 E9

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount		Price
				Code	V		

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

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SEC 1474 (9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Call Option (right to buy)	\$ 133.0148	09/22/2008		J <sup>(2)</sup>	1	09/24/2008 09/24/2008	Common Stock	967,897
Put Option (obligation to buy)	\$ 133.0148	09/22/2008		J <sup>(2)</sup>	1	09/24/2008 09/24/2008	Common Stock	967,897
Call Option (right to buy)	\$ 134.6775	09/22/2008		J <sup>(2)</sup>	1	03/25/2009 03/25/2009	Common Stock	967,897
Put Option (obligation to buy)	\$ 134.6775	09/22/2008		J <sup>(2)</sup>	1	03/25/2009 03/25/2009	Common Stock	967,897

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NNS Holding C/O M&C CORPORATE SERVICES PO BOX 309GT UGLAND HOUSE, SOUTH CHURCH GEORGETOWN, E9 E9		X		
Sawiris Nassef C/O M&C CORPORATE SERVICES, PO BOX 309GT UGLAND HOUSE, SOUTH CHURCH STREET GEORGETOWN, E9 E9		X		
Norman Philip C/O M&C CORPORATE SERVICES, PO BOX 309GT UGLAND HOUSE, SOUTH CHURCH STREET GEORGETOWN, E9 E9		X		

## Signatures

/s/ Nassef Sawiris, as a director on behalf of NNS Holding

09/24/2008

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\_\_Signature of Reporting Person

Date

/s/ Nassef Sawiris

09/24/2008

\_\_Signature of Reporting Person

Date

/s/ Philip Norman

09/24/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) See attached joint filer information.
  - (2) On September 22, 2008, NNS Holding extended the exercise date and increased the exercise price under an existing European-style forward buy transaction (also called a European-style synthetic long or put-call pair combination) with the same counterparty.

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

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