

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) December 21, 2004

Martin Marietta Materials, Inc.

(Exact Name of Registrant as Specified in Its Charter)

North Carolina

(State or Other Jurisdiction of Incorporation)

1-12744

(Commission File Number)

56-1848578

(IRS Employer Identification No.)

2710 Wycliff Road, Raleigh, North Carolina

(Address of Principal Executive Offices)

27607

(Zip Code)

(919) 781-4550

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former 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))
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Item 7.01. Regulation FD Disclosure.

On December 21, 2004, the Corporation announced the formation of Hunt Martin Materials, a joint venture company with Hunt Midwest Enterprises.

The Corporation issued a press release on December 21, 2004 announcing the formation of Hunt Martin Materials, which is filed as Exhibit 99.1 to this Report.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release dated December 21, 2004, announcing the formation of Hunt Martin Materials, a joint venture company with Hunt Midwest Enterprises.

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.

MARTIN MARIETTA MATERIALS, INC.

(Registrant)

Date: December 21, 2004

By: /s/ Janice K. Henry
Janice K. Henry,
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated December 21, 2004, announcing the formation of Hunt Martin Materials, a joint venture company with Hunt Midwest Enterprises.



FOR IMMEDIATE RELEASE

Contact: *Janice K. Henry*
Senior Vice President and
Chief Financial Officer
(919) 783-4658
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**MARTIN MARIETTA MATERIALS, INC.,
ANNOUNCES JOINT VENTURE WITH HUNT MIDWEST**

RALEIGH, North Carolina (December 21, 2004) – Martin Marietta Materials today announced that it has formed a joint venture company with Hunt Midwest Enterprises to operate substantially all of the aggregates facilities of both companies in Kansas City and surrounding areas. The joint venture Company, Hunt Martin Materials, is 50%-owned by each party, and Martin Marietta will act as managing partner. With production of approximately 7.5 million tons per year, the new joint venture company is the leading aggregates producer in the area.

Commenting on the transaction, Stephen P. Zelnak stated, “This approach will enable us to substantially improve the cost structure of the operations involved, which is essential in a highly competitive marketplace. We are pleased to be able to work with Hunt Midwest to create an approach that will be of significant benefit to both companies. We expect that the joint venture will be neutral to slightly accretive to Martin Marietta’s earnings in 2005.”

Hunt Midwest Mining, Inc. is a subsidiary of Hunt Midwest Enterprises, Inc., a diversified development company owned by Lamar Hunt and his family. The Hunts also operate two Kansas City professional sports teams: the Chiefs of the National Football League and the Wizards of Major League Soccer.

Martin Marietta Materials is the nation’s second largest producer of construction aggregates and a leading producer of magnesia-based chemical products used in a variety of industries.

Investors are cautioned that all statements in this press release that relate to the future involve risks and uncertainties, and are based on assumptions that the Corporation believes in good faith are reasonable but which may be materially different from actual results. Factors that the Corporation currently believes could cause actual results to differ materially from the forward-looking statements in this press release include, but are not limited to business and economic conditions and trends in the markets the Company serves; the level and timing of federal and state transportation funding; levels of construction spending in the markets the Company serves; unfavorable weather conditions; ability to recognize quantifiable savings from internal expansion projects; ability to successfully integrate acquisitions quickly and in a cost-effective manner; fuel costs; transportation costs; competition from new or existing competitors; and other risk factors listed from time to time found in the Corporation’s filings with the Securities and Exchange Commission. The Corporation assumes no obligation to update any such forward-looking statements.

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