FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-0287								
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0.5

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*					2. Issuer Name and Ticker or Trading Symbol MARTIN MARIETTA MATERIALS INC [5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
<u>LLOYD ANNE H</u>													١'	Director				10% O	wner		
				MIL	MLM]									X	X Officer (give title below)			Other (specify below)			
(Last) (First) (Middle)					3 D	3. Date of Earliest Transaction (Month/Day/Year)									EVP and CFO						
MARTIN MARIETTA MATERIALS, INC.					03/28/2017											DVI a	ina Ci				
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(Street)														-	,	_	e	_			
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Tuillio		_	.,														n filed by Moi	re thar	n One Rep	orting	
					1											Pers	on				
(City)	(St	ate) (Zip)																		
		Tabl	e I - Non	-Deriv	ative	Sec	curitie	s Acq	uired,	Dis	posed o	f, or	Bene	eficia	ally (Owne	ed				
1. Title of S	Security (Inst	r. 3)		2. Trans	action	7	2A. Deem	ed	3.	3. 4. Securities Acquired (A)								6. Ownership		7. Nature	
	, ,	•		Date	5 N/	ay/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 5)			l Of (D) (Instr. 3, 4			Benefi				Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership	
				(Month/L	Dayrrea												cially I Following				
					(9					_	Reported `		''' ((,, (,	(Instr. 4)			
								Code	l۷	Amount	(A) or (D)		Price		Transaction(s) (Instr. 3 and 4)						
											(D)			(IIISti. 3 aliu 4)		s anu 4)					
Common Stock 03/28/				3/2017				A		2,979 ⁽¹⁾ A		\$	0	60,881			D				
		Τa	ble II - D	Arivati	ivo S	0011	ritios	۸caui	ired Di	ieno	end of	or B	onofi	ciall	ν Ο ν	mod					
		10													y Ov	viicu					
			(,	e.g., pt	มเร, เ	alis	, warr	ants,	option	5, 6	onvertib	16 26	ecum	ies)							
1. Title of	2.	3. Transaction	3A. Deemed Execution Date,		4. Transactio		on of		6. Date Exercisable and Expiration Date		7. Title and			8. Price o		9. Number o	of 10.		11. Nature		
Derivative	Conversion	Date										Amount of				ative			wnership		
Security or Exercise (Month/Day/Year) if any (Instr. 3) Price of (Month/Day/				Code (Inst y/Year) 8)		ınstr.	tr. Derivative Securities						Securities Underlying		Security (Instr. 5)		Securities Beneficially		Form: Direct (D)	Beneficial Ownership	
(Derivative		(,,,,,,,,,	٠,	Acquired Derivativ (A) or Security						vative		(,	Owned	o	r Indirect	(Instr. 4)		
	Security												str. 3			Following	(1)) (Instr. 4)			
								Disposed of (D)					4)		1		Reported Transaction(s	(s)			
							(Instr. 3, 4									(Instr. 4)		.(5)			
				L			and 5)														
				Γ									Amo	ount							
													or								
						Date		Expiration		Nun	nber										
				- 1	Code	v	(A)		Exercisal		Date	Title		res							

Explanation of Responses:

1. Restricted stock unit award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan, which award vests pro rata in equal installments over three years from the date of grant, subject to the stated performance criteria.

/s/ Anne H. Lloyd

03/30/2017

** Signature of Reporting Person

Date

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

- * 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).

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

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 Number.