FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL										
	OMB Number:	3235-028									
П											

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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(h)

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* LLOYD ANNE H						2. Issuer Name and Ticker or Trading Symbol MARTIN MARIETTA MATERIALS INC									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
LLUII	J AININE	<u>Π</u>													Director			109	6 Owner	
(Last) (First) (Middle)					IVIL	MLM]									X Officer (give title below)			Oth belo	er (specify ow)	
(Last)	(FII	St) (Middle)		3 D	3. Date of Earliest Transaction (Month/Day/Year)									EVP and CFO					
MARTIN MARIETTA MATERIALS, INC.						01/20/2015											LVI u	na Cr O		
2710 WYCLIFF ROAD					101/	01/20/2010														
2/10 W Y	CLIFF RO	AD			H															
,					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
(Street)														'	Line)					
RALEIG	H NO	7	27607												X	Form	n filed by One	e Reporting P	erson	
	11 110		.7007													Form filed by More than One Reporting Person				
																reis	OH			
(City)	(St	ate) (Zip)																	
		Tabl	e I - Non	-Deriv	ative	Sec	uritie	s Acc	uired.	. Dis	posed o	f. or	Ben	eficia	ally (Owne	ed			
						_									,					
1. Title of S	ecurity (Inst	r. 3)		2. Transac	ction	Execution Date,				3. 4. Securities Acquired (A Disposed Of (D) (Instr. 3 Code (Instr. 4 Disposed Of (D) (Instr. 3 D) (Instr. 3 Disposed Of (D) (Instr. 3 D) (Instr. 3				4 and 5) Secur		ount of	6. Ownership			
				Date (Month/Da	av/Yeai								3, 4 an			cially	Form: Direct (D) or Indirect			
(Monu)				(Month) De			onth/Day/Year)		8)							d Following ((I) (Instr. 4)	Ownership		
												(A) or (D)			Trong		action(s)		(Instr. 4)	
									Code	V	Amount	()	o)	Price		(Instr. 3 and 4)				
Common Stock 01/20/2					2015		A		1,328		Α	\$86.824		5	4,926	D				
									·						_					
		Ia	ble II - D												y Ov	vnea				
			(€	e.g., pu	its, c	ans,	warra	ants,	option	ıs, c	onvertib	ie se	ecuri	ties)						
1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution	Date,	4. Transa		tion of		Expiration Da		e	7. Title and Amount of			8. Price of Derivative		9. Number o	10. Ownership		
Security (Instr. 3)	or Exercise Price of		if any (Month/Day		/Year) Code (nstr.			(Month/I	DayiYe	ear)	Securities Underlying		.	Secu (Inst		Securities Beneficially	Form: Direct (D	Beneficial Ownership	
(5 0)	Derivative Security			oay/rear) oj				Acquired					Derivative		(Owned	or Indired		
							(A) or						Security (Instr. 3				Following	(I) (Instr.	1)	
						Disposed of (D)					and 4)					Reported Transaction(s)	(s)			
							(Instr. 3, 4 and 5)								_		(Instr. 4)	(-,		
				Γ									An	ount				1		
										Expiration		or	.							
								Date				Nu of	mber							
				Code	٧	(A)		Exercisa	able	Date	Title		ares				1			

Explanation of Responses:

/s/ Anne H. Lloyd

01/22/2015

** 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.