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

SCHEDULE 13G*

		Under the Securities Exchange Act of 1934 (Amendment No. 2)
		Martin Marietta Materials, Inc. (Name of Issuer)
		COMMON STOCK (Title of Class of Securities)
		573284106 (CUSIP Number)
		December 31, 2012 (Date of Event which Requires Filing of this Statement)
Check the appropriate bo	x to designate the rule purs	ant to which this Schedule is filed:
	Rule 13d-1(b)	
[X]	Rule 13d-1(c)	
	Rule 13d-1(d)	
*Th		ut for a reporting person's initial filing on this form with respect to the subject class of acquities of

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

1.	Names of R	Reporting Pe	ersons.			
	I.R.S. Identification Nos. of above persons (entities only).					
	SPO Partners II, L.P.					
2.	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(a) [_]					
	(b) [X]					
3.	SEC Use O	nly				
4.	Citizenship	or Place of	Organization			
	Delaware					
		5.	Sole Voting Power			
			2,184,351 (1)			
Number of Shares	-	6.	Shared Voting Power			
Beneficially	1.		0			
Owned by Eac Reporting	n -	7.	Sole Dispositive Power			
Person With:			2,184,351 (1)			
	-	8.	Shared Dispositive Power			
			0			
9.	Aggregate Ar	nount Bene	ficially Owned by Each Reporting Person			
	2,184,351					
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)					
11.	Percent of Cla	ass Represe	nted by Amount in Row (9)			
	4.8%					
12.	Type of Reporting Person (See Instructions)					
	PN					
(1) Power is exe	1) Power is exercised through its sole general partner, SPO Advisory Partners, L.P.					
· · · · · · · · · · · · · · · · · · ·			Page 2 of 13			
			rage 2 01 13			

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).					
	SPO Advisory Partners, L.P.					
2.	Check the	Appropriate Box if a Member of a Group (See Instructions)				
	(a) [_]					
	(b) [X]					
3.	SEC Use C	only				
4.	Citizenship	or Place of Organization				
	Delaware					
		5. Sole Voting Power				
		2,184,351 (1)(2)				
Numb Sha	ires	6. Shared Voting Power				
Benefi	,	0				
Owned by Each Reporting		7. Sole Dispositive Power				
Person	With:	2,184,351 (1)(2)				
		8. Shared Dispositive Power				
9.	Λ	0 gate Amount Beneficially Owned by Each Reporting Person				
9.	Aggre	gate Amount Beneficiany Owned by Each Reporting Person				
	2,184,3					
10.	Check	if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_]				
11.	Percen	t of Class Represented by Amount in Row (9)				
	4.8%					
12.		f Reporting Person (See Instructions)				
	PN					

(1) Solely in its capacity as the sole general partner of SPO Partners II, L.P. (2) Power is exercised through its sole general partner, SPO Advisory Corp.

1.		f Reporting Persons. entification Nos. of above persons (entities only).
	San Fran	cisco Partners, L.P.
2.	Check th	e Appropriate Box if a Member of a Group (See Instructions)
	(a) [_]	
	(b) [X]	
3.	SEC Use	Only
4.	Citizensh	nip or Place of Organization
	Californi	
		5. Sole Voting Power
	NT 1 C	108,400 (1)
	Number of Shares	6. Shared Voting Power
	Beneficially	0
	Owned by Each	7. Sole Dispositive Power
	Reporting Person With:	
		108,400 (1) 8. Shared Dispositive Power
		8. Snared Dispositive Power
		0
9.	Aggregate	Amount Beneficially Owned by Each Reporting Person
	108,400	
10.		e Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_]
11.	Percent of	Class Represented by Amount in Row (9)
	0.2%	
12.		eporting Person (See Instructions)
	PN	
(1) P	ower is exercised	through its sole general partner, SF Advisory Partners, L.P.

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1. Names of Reporting Persons.						
SF Advisory Partners, L.P. Check the Appropriate Box if a Member of a Group (See Instructions) (a)	1.					
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)		I.R.S. Identification Nos. of above persons (entities only).				
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)						
(a)		SF Advisor	y Partners, L.P.			
SEC Use Only	2.	Check the	Appropriate Box if a Member of a Group (See Instructions)			
SEC Use Only		43.53				
SEC Use Only		(a) [_]				
SEC Use Only		(b) [V]				
4. Citizenship or Place of Organization Delaware Delaware			nalty			
Delaware Delaware	٥.	SEC USE C	my			
Delaware Delaware	4.	Citizenshin	or Place of Organization			
Number of Shares 108,400 (1)(2) Shares Beneficially Owned by Each Reporting Person With: 108,400 (1)(2) Person With: 108,400 (1)(2) Shared Dispositive Power 108,400 (1)(2) Percent of Class Represented by Amount in Row (9) Excludes Certain Shares (See Instructions) 108,400 (1)(2) Shared Dispositive Power 108	••	Citizensinp	of Fisher of Organization			
Number of Shares Beneficially Owned by Each Reporting Person With: 108,400 (1)(2) 7. Sole Dispositive Power 108,400 (1)(2) 8. Shared Dispositive Power 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person 108,400 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 0.2% 12. Type of Reporting Person (See Instructions)		Delaware				
Number of Shares Beneficially Owned by Each Reporting Person With: 108,400 (1)(2) 7. Sole Dispositive Power 108,400 (1)(2) 8. Shared Dispositive Power 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person 108,400 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 0.2% 12. Type of Reporting Person (See Instructions)			5. Sole Voting Power			
Shares Beneficially Owned by Each Reporting Person With: 108,400 (1)(2) 8. Shared Dispositive Power 108,400 9. Aggregate Amount Beneficially Owned by Each Reporting Person 108,400 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 1. Percent of Class Represented by Amount in Row (9) 1. Type of Reporting Person (See Instructions)			Ç			
Shares Beneficially Owned by Each Reporting Person With: 108,400 (1)(2) 8. Shared Dispositive Power 108,400 10. Aggregate Amount Beneficially Owned by Each Reporting Person 108,400 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) 12. Type of Reporting Person (See Instructions)		N	108,400 (1)(2)			
Beneficially Owned by Each Reporting Person With: Person With: 108,400 (1)(2) 8. Shared Dispositive Power 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person 108,400 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) 12. Type of Reporting Person (See Instructions)			6. Shared Voting Power			
Owned by Each Reporting Person With: 108,400 (1)(2) 8. Shared Dispositive Power 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person 108,400 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 0.2% 12. Type of Reporting Person (See Instructions)						
Reporting Person With: 108,400 (1)(2) 8. Shared Dispositive Power 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person 108,400 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 0.2%						
Person With: 108,400 (1)(2) 8. Shared Dispositive Power 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person 108,400 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 0.2% 12. Type of Reporting Person (See Instructions)			7. Sole Dispositive Power			
8. Shared Dispositive Power 0 9. Aggregate Amount Beneficially Owned by Each Reporting Person 108,400 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 0.2% 12. Type of Reporting Person (See Instructions)						
9. Aggregate Amount Beneficially Owned by Each Reporting Person 108,400 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 0.2% 12. Type of Reporting Person (See Instructions)			108,400 (1)(2)			
9. Aggregate Amount Beneficially Owned by Each Reporting Person 108,400 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 0.2% 12. Type of Reporting Person (See Instructions)			8. Shared Dispositive Power			
9. Aggregate Amount Beneficially Owned by Each Reporting Person 108,400 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 0.2% 12. Type of Reporting Person (See Instructions)						
108,400 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 0.2% 12. Type of Reporting Person (See Instructions)		A				
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 0.2% 12. Type of Reporting Person (See Instructions)	9.	Aggregate	Amount beneficially Owned by Each Reporting Person			
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 0.2% 12. Type of Reporting Person (See Instructions)		108 400				
11. Percent of Class Represented by Amount in Row (9) 0.2% 12. Type of Reporting Person (See Instructions)	10		ne Aggregate Amount in Row (9) Eycludes Certain Shares (See Instructions)			
0.2% 12. Type of Reporting Person (See Instructions)	10.	Check II th	1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1			
0.2% 12. Type of Reporting Person (See Instructions)	11.	Percent of	Class Represented by Amount in Row (9)			
12. Type of Reporting Person (See Instructions)						
		0.2%				
	12.	Type of Re	porting Person (See Instructions)			
PN		- -				
		PN				

(1) Solely in its capacity as the sole general partner of San Francisco Partners, L.P. (2) Power is exercised through its sole general partner, SPO Advisory Corp.

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1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).				
	SPO Advisory Corp.				
2.	Check	the Appropriate Box if a Member of a Group (See Instructions)			
	(a) [_				
	(b) [X				
3.	SEC U	se Only			
4.	Citizen	ship or Place of Organization			
	Delawa	are			
		5. Sole Voting Power			
Nissa	hay af	2,292,751 (1)(2)			
Number of Shares		6. Shared Voting Power			
	icially	0			
	by Each orting	7. Sole Dispositive Power			
	n With:	2,292,751 (1)(2)			
		8. Shared Dispositive Power			
		0			
9.		Aggregate Amount Beneficially Owned by Each Reporting Person			
		2,292,751			
10.		Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_]			
11.		Percent of Class Represented by Amount in Row (9)			
		5.0%			
12.		Type of Reporting Person (See Instructions)			
		СО			

Solely in its capacity as the sole general partner of SPO Advisory Partners, L.P. with respect to 2,184,351 of such shares; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 108,400 of such shares.
 Power is exercised through its two controlling persons, John H. Scully and Edward H. McDermott.

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).					
	John H. S.	John H. Scully				
2.	Check the	Appropriate Box if a Member of a Group (See Instructions)				
	(a) [_]					
	(b) [X]					
3.	SEC Use	Only				
4.	Citizenshi	p or Place of Organization				
	USA					
		5. Sole Voting Power				
		800 (1)				
	Number of Shares	6. Shared Voting Power				
	Beneficially	2,292,751 (2)				
	Owned by Each Reporting	7. Sole Dispositive Power				
	Person With:	800 (1)				
		8. Shared Dispositive Power				
		2,292,751 (2)				
9.	Aggregate A	Amount Beneficially Owned by Each Reporting Person				
	2,293,551					
10.		Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)				
10.	Chech if the					
11.	Percent of C	Class Represented by Amount in Row (9)				
	5.0%					
12.	Type of Rep	oorting Person (See Instructions)				
	IN					

(1) These shares are held in Mr. Scully's Individual Retirement Accounts, which are self-directed.(2) These shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of two controlling persons of SPO Advisory Corp.

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).					
	Edward H. McDermott					
2.			tte Box if a Member of a Group (See Instructions)			
	(a) [_]					
-	(b) [X]	0.1				
3.	SEC Use	Only				
4.	Citizensh	ip or Place	of Organization			
	USA					
		5.	Sole Voting Power			
			0			
	Number of Shares	6.	Shared Voting Power			
	Beneficially		2002 774 (4)			
	Owned by Each		2,292,751 (1)			
	Reporting Person With:	7.	Sole Dispositive Power			
	Person With:		0			
		8.	Shared Dispositive Power			
			2,292,751 (1)			
9.	Aggregate	Amount B	neficially Owned by Each Reporting Person			
	2,292,751					
10.	Check if th	e Aggrega	e Amount in Row (9) Excludes Certain Shares (See Instructions) [_]			
11.	Percent of	Class Repi	esented by Amount in Row (9)			
	5.0%					
12.		porting Pe	son (See Instructions)			
	IN					
	1111					

(1) These shares may be deemed to be beneficially owned by Mr. McDermott solely in his capacity as one of two controlling persons of SPO Advisory Corp.

This Amendment No. 2 (the "Amendment") amends the Schedule 13G (the "Original 13G") filed with the Securities and Exchange Commission on August 10, 2011 and as amended February 14, 2012. Terms used herein and not defined shall have the meaning ascribed thereto in the Original 13G, as amended.

Item 1. (a) Name of Issuer

Martin Marietta Materials, Inc.

(b) Address of Issuer's Principal Executive Offices

2710 Wycliff Road Raleigh, North Carolina 27607

Item 2. (a) Name of Person Filing

SPO Partners II, L.P., a Delaware limited partnership ("SPO"), SPO Advisory Partners, L.P., a Delaware limited partnership ("SPO Advisory Partners"), San Francisco Partners, L.P., a California limited partnership ("SFP"), SF Advisory Partners, L.P., a Delaware limited partnership ("SF Advisory Partners"), SPO Advisory Corp., a Delaware corporation ("SPO Advisory Corp."), John H. Scully ("JHS") and Edward H. McDermott ("EHM"). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp. JHS and EHM are sometimes hereinafter referred to as the "Reporting Persons."

The Original 13G, as amended, listed William E. Oberndorf ("WEO") as a "Reporting Person." As of March 31, 2012, WEO was no longer a controlling person of SPO Advisory Corp. As a result, WEO is no longer a "Reporting Person" for all purposes under this Amendment and the Original 13G.

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act"), although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

(b), (c) Address of Principal Business Office or, if None, Residence; Citizenship of Reporting Persons

The principal business address of SPO is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO is a Delaware limited partnership.

The principal business address of SPO Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Partners is a Delaware limited partnership.

The principal business address of SFP is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SFP is a California limited partnership.

The principal business address of SF Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SF Advisory Partners is a Delaware limited partnership.

The principal business address of SPO Advisory Corp. is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Corp. is a Delaware corporation.

 $The \ principal \ business \ address \ of \ JHS \ is \ 591 \ Redwood \ Highway, \ Suite \ 3215, \ Mill \ Valley, \ California \ 94941. \ JHS \ is \ a \ citizen \ of \ the \ United \ States \ of \ America.$

The principal business address of EHM is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. EHM is a citizen of the United States of America.

(d) Title of Class of Securities

Common Stock, par value \$0.01 per share.

(e) CUSIP Number:

573284106

Item 3. Statement filed pursuant to $\S\S240.13d-1(b)$ or 240.13d-2(b) or (c):

Not Applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

	(b)	(a)	(c)(i)	(c)(ii)	(c)(iii)	(c)(iv)
				Comm	on Shares	
			Voting	Power	Dispositi	on Power
Reporting Persons	Percent of Class	Beneficially Owned	<u>Sole</u>	<u>Shared</u>	<u>Sole</u>	Shared
SPO Partners II, L.P.	4.8%	2,184,351	2,184,351	0	2,184,351	0
SPO Advisory Partners, L.P.	4.8%	2,184,351	2,184,351	0	2,184,351	0
San Francisco Partners, L.P.	0.2%	108,400	108,400	0	108,400	0
SF Advisory Partners, L.P.	0.2%	108,400	108,400	0	108,400	0
SPO Advisory Corp.	5.0%	2,292,751	2,292,751	0	2,292,751	0
John H. Scully	5.0%	2,293,551	800	2,292,751	800	2,292,751
Edward H. McDermott	5.0%	2,292,751	0	2,292,751	0	2,292,751

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [_].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

No other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, or other proceeds from the sale of, the common shares held by the Reporting Persons.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2013

Date

/s/ Kim M. Silva

Signature

Kim M. Silva

Attorney-in-fact for:

SPO Partners II, L.P. (1) SPO Advisory Partners, L.P. (1) San Francisco Partners, L.P. (1) SF Advisory Partners, L.P. (1) SPO Advisory Corp. (1) John H. Scully (1) Edward H. McDermott (1)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.

EXHIBIT INDEX

Exhibit Document Description

A Agreement Pursuant to Rule 13d-1(k)

B Power of Attorney (Previously Filed)

EXHIBIT A

Pursuant to Rule 13d-1(k) or Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this Exhibit is attached is filed on behalf of each of them in capacities set forth below.

February 14, 2013

Date

/s/ Kim M. Silva

Signature

Kim M. Silva

Attorney-in-fact for:

SPO Partners II, L.P. (1) SPO Advisory Partners, L.P. (1) San Francisco Partners, L.P. (1) SF Advisory Partners, L.P. (1) SPO Advisory Corp. (1) John H. Scully (1) Edward H. McDermott (1)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.