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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) April 11, 2008

**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 8.01 Other Events.**

On April 11, 2008, the Corporation acquired six quarry locations in Georgia and Tennessee and certain other assets from Vulcan Materials Company in connection with the Department of Justice's Consent Order requiring Vulcan to divest of certain facilities following its acquisition of Florida Rock Industries, Inc.

The Corporation issued a press release on April 14, 2008, announcing the acquisition, which is filed as Exhibit 99.1 to this Report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release dated April 14, 2008, announcing the acquisition of six quarry locations in Georgia and Tennessee and certain other assets from Vulcan Materials Company.

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**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: April 14, 2008

By: \_\_\_\_\_ /s/ Anne H. Lloyd  
Anne H. Lloyd,  
Senior Vice President and Chief Financial Officer

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated April 14, 2008, announcing the acquisition of six quarry locations in Georgia and Tennessee and certain other assets from Vulcan Materials Company.

# Martin Marietta Materials



**FOR IMMEDIATE RELEASE**

Contact: *Anne H. Lloyd*  
*Senior Vice President, Chief Financial Officer*  
*and Treasurer*  
 (919) 783-4660  
[www.martinmarietta.com](http://www.martinmarietta.com)

## **MARTIN MARIETTA MATERIALS, INC. ACQUIRES GEORGIA AND TENNESSEE AGGREGATE OPERATIONS**

RALEIGH, North Carolina (April 14, 2008) — Martin Marietta Materials, Inc. (NYSE:MLM), today announced the acquisition of six quarry locations in Georgia and Tennessee from Vulcan Materials Company. Subject to normal closing adjustments related to working capital, the cash and asset exchange transaction was completed as part of the Department of Justice's *Consent Order* requiring Vulcan to divest of certain facilities following its acquisition of Florida Rock Industries, Inc.

Of the six locations acquired by Martin Marietta Materials, the five Georgia sites comprise three active and one greenfield granite operation located near Atlanta in Paulding, Fayette, Fulton, and Butts Counties, respectively, as well as a limestone operation in Floyd County near Rome. The sixth location is a limestone operation in Chattanooga, Tennessee. As part of the transaction Martin Marietta Materials also acquired a land parcel previously leased from Vulcan at Martin Marietta Materials' Three Rivers Quarry near Paducah, Kentucky. For the 12 months ended December 31, 2007, the newly acquired Martin Marietta Materials locations shipped nearly 4.5 million tons of aggregates. Aggregate reserves exceed 300 million tons. In addition to a \$192 million cash payment, Martin Marietta Materials divested to Vulcan its only California quarry located in Oroville, an idle facility north of San Antonio, Texas, and land in Henderson, North Carolina, formerly leased to Vulcan.

These newly acquired facilities significantly expand the presence of Martin Marietta Materials in high-growth areas of Georgia and Tennessee, particularly south and west of Atlanta. These quarries will be integrated into Martin Marietta Materials' Southeast Group. As a result of this transaction, Martin Marietta Materials aggregates production in Georgia and Tennessee will increase by nearly 30% annually.

Ward Nye, President and COO of Martin Marietta Materials, noted: "These multiple acquisitions represent a rare and valuable opportunity in the greater Atlanta metropolitan and Chattanooga markets. These are areas we know well and in which our organization has experienced and successful personnel with a history of delivering solid results. We also look forward to working with our new employees in the realization of the many opportunities this transaction brings."

Martin Marietta Materials is a leading producer of construction aggregates and a producer of magnesia-based chemical and dolomitic lime. For more information about Martin Marietta Materials, refer to our Web site at [www.martinmarietta.com](http://www.martinmarietta.com).

*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.*