SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 Amendment No. 3

Martin Marietta Materials, Inc.

(Name of Issuer)

Common Stock (Title of Class and Securities)

573284106 (CUSIP Number of Class of Securities)

O. Mason Hawkins Chairman of the Board and C.E.O. and Andrew R. McCarroll Vice President & General Counsel

Southeastern Asset Management, Inc. 6410 Poplar Avenue, Suite 900 Memphis, TN 38119 (901) 761-2474 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

> March 13, 2013 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of Sections 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box:

CUSIP N	lo. 57328410	ô	13D
(1)	NAMES OF	F REPORTING PERSONS	
	Southeast	ern Asset Management, Inc. I.D. No. 62-0951781	
(2)	CHECK TH	IE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
	(a) (b) X	
(3)	SEC USE C	NLY	
(4)	SOURCE C	F FUNDS	
	00· Fur	nds of investment advisory clients	
(5)	CHECK BC	X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) □	
(6)		HIP OR PLACE OF ORGANIZATION	
	Tennes	See 7) SOLE VOTING POWER	
		(Discretionary Accounts)	
NLIM	BER OF	1,916,263 shares 8) SHARED OR NO VOTING POWER	
	ARES	8) SHARED OR NO VOTING POWER	
	FICIALLY	1,060,195 shares (Shared)	
	NED BY ACH	249,500 shares (No Vote)	
	ORTING	9) SOLE DISPOSITIVE POWER (Discretionary Accounts)	
	RSON /ITH	(Discretionary Accounts)	
vv		2,165,763 shares	
	(1	0) SHARED DISPOSITIVE POWER	
		1,060,195 shares (Shared)	
		0 shares (None)	
(11)	AGGREGA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,225,9	58 shares	
(12)		X IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES	
(13)	PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW 11	
	7.0%		
(14)		EPORTING PERSON	
	IA		
	IA		

	Io. 573284	106		13D
(1)			EPORTING PERSONS	100
	0 Mag	on U	lawkins I.D. No. XXX-XX-XXXX	
(2)			APPROPRIATE BOX IF A MEMBER OF A GROUP:	
(2)	(a)		X	
(3)	SEC US	E ONI	LY	
(4)	SOURC	e of 1	FUNDS	
	00: 1	None		
(5)			IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\hfill \square$	
(6)	CITIZEN	NSHIF	P OR PLACE OF ORGANIZATION	
	Citiz	en of	f United States	
		(7)		
			(Discretionary Accounts)	
	BER OF		None	
_	ARES	(8)		
	FICIALLY NED BY	(0)	SHARED VOTING FOWER	
	ACH		None	
	ORTING	(9)	SOLE DISPOSITIVE POWER	
	RSON /ITH		None	
		(10)		
			None	
(11)	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
(11)	moone	01112		
			e Item 3)	
(12)	CHECK	BOX	IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES	
(13)	PERCEN	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW 11	
	0.0%			
(14)	TYPE O	F REF	PORTING PERSON	
	IN			
		-		

Item 5. <u>Interest In Securities Of The Issuer</u>

(a) The aggregate number and percentage of Securities to which this Schedule 13D relates is 3,225,958 shares of the common stock of the Issuer, constituting approximately 7.0% of the 45,882,559 shares outstanding.

	Common Shares Held	% of outstanding Common Shares
Voting Authority		
Sole:	1,916,263	4.2%
Shared:	1,060,195*	2.3%
None:	249,500	0.5%
Total	3,225,958	7.0%

* Consists of shares owned by Longleaf Partners Small-Cap Fund, a series of Longleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940.

Dispositive Authority					
Sole:	2,165,763	4.7%			
Shared:	1,060,195*	2.3%			
None:	0	0.0%			
Total	3,225,958	7.0%			

* Consists of shares owned by Longleaf Partners Small-Cap Fund, a series of Longleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940.

(b) Southeastern generally has the sole power to dispose of or to direct the disposition of the Securities held for discretionary accounts of its investment clients, and may be granted the sole power to vote or direct the vote of such Securities; such powers may be retained by or shared with the respective clients for shared or non-discretionary accounts. Shares held by any Series of Longleaf Partners Funds Trust are reported in the "shared" category.

(c) Purchase or sale transactions in the Securities during the past sixty days are disclosed on Schedule II.

(d) The investment advisory clients of Southeastern have the sole right to receive and, subject to notice, to withdraw the proceeds from the sale of the Securities, and the sole power to direct the receipt of dividends from any of the Securities held for their respective accounts. Such clients may also terminate the investment advisory agreements without penalty upon appropriate notice. Southeastern does not have an economic interest in any of the Securities reported herein.

(e) Not applicable.

Signatures

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.

Dated: March 15, 2013

Southeastern Asset Management, Inc.

By	/s/ Andrew R. McCarroll
	Andrew R. McCarroll
	Vice President and General Counsel
	O. Mason Hawkins, Individually
	/s/ O. Mason Hawkins

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Initial Schedule 13D with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Initial Schedule 13D. In evidence thereof, the undersigned hereby execute this Agreement as of March 15, 2013.

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll Andrew R. McCarroll Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

SCHEDULE II Transactions in the Last Sixty Days

Transaction Type	Date	# of Shares	Price per Share*
Sale	01/23/13	100	\$ 98.66
Sale	01/23/13	200	\$ 98.96
Sale	01/23/13	1,500	\$ 98.56
Sale	01/23/13	1,600	\$ 98.66
Sale	01/23/13	2,600	\$ 98.96
Sale	01/23/13	21,200	\$ 98.56
Sale	01/23/13	100	\$ 98.96
Sale	01/23/13	700	\$ 98.56
Sale	01/23/13	500	\$ 98.66
Sale	01/23/13	800	\$ 98.96
Sale	01/23/13	7,000	\$ 98.56
Sale	01/23/13	2,100	\$ 98.66
Sale	01/23/13	3,450	\$ 98.96
Sale	01/23/13	27,950	\$ 98.56
Sale	01/23/13	300	\$ 98.66
Sale	01/23/13	500	\$ 98.96
Sale	01/23/13	4,000	\$ 98.56
Sale	01/23/13	100	\$ 98.66
Sale	01/23/13	200	\$ 98.96
Sale	01/23/13	1,600	\$ 98.56
Sale	01/23/13	200	\$ 98.66
Sale	01/23/13	300	\$ 98.96
Sale	01/23/13	2,318	\$ 98.56
Sale	01/23/13	482	\$ 98.56
Sale	01/31/13	17,400	\$ 99.06
Sale	01/31/13	11,591	\$ 99.06
Sale	01/31/13	1,309	\$ 99.31
Sale	01/31/13	1,600	\$ 99.31
Sale	01/31/13	2,515	\$ 99.06
Sale	01/31/13	252	\$ 99.31
Sale	02/01/13	3,829	\$ 99.21
Sale	02/01/13	7,397	\$ 99.21
Sale	02/01/13	2,638	\$ 99.82
Sale	02/01/13	828	\$ 98.81
Sale	02/01/13	15,406	\$ 98.55
Sale	02/01/13	1,802	\$ 98.55
Sale	02/01/13	974	\$ 99.21
Sale	02/01/13	229	\$ 99.82
Sale	02/01/13	72	\$ 98.81
Sale	02/01/13	1,492	\$ 98.55
Sale	02/04/13	12,929	\$ 97.72
Sale	02/04/13	571	\$ 97.72
Sale	02/04/13	3,990	\$ 97.72
Sale	02/04/13	2,387	\$ 97.72
Sale	02/04/13	1,840	\$ 98.43
Sale	02/04/13	10,183	\$ 97.72
Sale	02/04/13	1,723	\$ 97.72
Sale	02/04/13	160	\$ 98.43
Sale	02/04/13	383	\$ 97.72
Sale	02/04/13	500	\$ 97.72
		300	Ψ 0,2

Sale	02/06/13	5,778	\$ 98.48
Sale	02/06/13	1,000	\$ 98.48
Sale	02/06/13	2,722	\$ 98.48
Sale	02/06/13	2,800	\$ 98.48
Sale	02/06/13	7,500	\$ 98.48
Sale	02/07/13	100	\$ 98.66
Sale	02/07/13	9,600	\$ 97.24
Sale	02/07/13	5,500	\$ 97.24
Sale	02/07/13	4,700	\$ 97.24
Sale	02/08/13	9,500	\$ 98.26
Sale	02/08/13	6,800	\$ 98.26
Sale	02/08/13	3,500	\$ 98.26
Sale	02/11/13	1,200	\$ 98.88
Sale	02/11/13	700	\$ 98.88
Sale	02/11/13	900	\$ 98.88
Sale	02/11/13	1,400	\$ 98.88
Sale	02/11/13	6,300	\$ 98.88
Sale	02/11/13	200	\$ 98.88
Sale	02/11/13	6,301	\$ 98.88
Sale	02/11/13	2,864	\$ 98.88
Sale	02/11/13	3,635	\$ 98.88
Sale	02/12/13	1,500	\$ 98.53
Sale	02/12/13	4,800	\$ 98.53
Sale	02/12/13	400	\$ 98.53
Sale	02/12/13	3,200	\$ 98.53
Sale	02/12/13	1,200	\$ 98.53
Sale	02/12/13	2,400	\$ 98.53
Sale	02/13/13	2,700	\$ 99.32
Sale	02/13/13	3,500	\$ 99.32
Sale	02/13/13	200	\$ 99.32
Sale	02/13/13	100	\$ 99.32
Sale	02/13/13	39,100	\$ 99.30
Sale	02/13/13	400	\$ 99.30
Sale	02/13/13	100	\$ 99.30
Sale	02/13/13	3,700	\$ 99.32
Sale	02/13/13	26,100	\$ 99.30
Sale	02/13/13	24,600	\$ 99.32
Sale	02/13/13	2,900	\$ 99.32
Sale	02/13/13 02/13/13	200	\$ 99.32 \$ 99.30
Sale Sale	02/13/13	7,300 800	\$ 99.30
Sale	02/13/13 02/13/13	300 6,900	\$ 99.32 \$ 99.30
Sale Sale	02/13/13	29,300	\$ 99.30
Sale	02/13/13	5,000	\$ 99.30
Sale	02/13/13	8,800	\$ 99.30
Sale	02/13/13	400	\$ 99.30
Sale	02/13/13	800	\$ 99.30
Sale	02/13/13 02/14/13	200	\$ 99.50
Sale	02/14/13	1,000	\$ 99.97
Sale	02/14/13	100	\$ 99.96
Sale	02/14/13	11,900	\$ 99.96
Sale	02/14/13	400	\$ 99.96
Sale	02/14/13	4,300	\$ 99.96
Sale	02/14/13	1,400	\$ 99.96
Sale	02/14/13	19,700	\$ 99.96

Sale	02/14/13	600	\$ 99.96
Sale	02/14/13	300	\$ 99.96
Sale	02/14/13	500	\$ 99.96
Sale Sale	02/14/13 02/14/13	2,900 2,100	\$ 99.96 \$ 99.96
Sale	02/14/13	700	\$ 99.96
Sale	02/14/13	9,800	\$ 99.96
Sale	02/14/13	3,100	\$ 99.96
Sale	02/14/13	1,400	\$ 99.96
Sale	02/14/13	47,100	\$ 99.96
Sale	02/14/13	82,500	\$ 99.96
Sale	02/14/13	200	\$ 99.97
Sale	02/14/13	500	\$ 99.96
Sale	02/14/13	100	\$ 99.96
Sale	02/14/13	3,100	\$ 99.96
Sale	02/14/13	400	\$ 99.96
Sale	02/14/13	1,500	\$ 99.96
Sale	02/14/13	1,300	\$ 99.96
Sale	02/14/13	200	\$ 99.97
Sale	02/14/13	3,800	\$ 99.96
Sale	02/14/13	1,100	\$ 99.96
Sale	02/14/13	1,100	\$ 99.96
Sale	02/14/13	800	\$ 99.96
Sale	02/14/13	3,000	\$ 99.96
Sale	02/14/13	14,100	\$ 99.96
Sale	02/14/13	10,200	\$ 99.96
Sale	02/14/13	3,700	\$ 99.96
Sale	02/14/13	6,200	\$ 99.96
Sale	02/14/13	700	\$ 99.96
Sale	02/14/13	200	\$ 99.97
Sale	02/14/13 02/14/13	700	\$ 99.96 \$ 99.96
Sale Sale	02/14/13	105 295	\$ 99.96
Sale	02/14/13	600	\$ 99.96
Sale	02/14/13	100	\$ 99.96
Sale	02/14/13	300	\$ 99.96
Sale	03/08/13	1,200	\$104.73
Sale	03/08/13	1,800	\$104.73
Sale	03/08/13	4,000	\$104.73
Sale	03/08/13	4,508	\$104.77
Sale	03/08/13	842	\$104.77
Sale	03/08/13	120	\$104.77
Sale	03/08/13	1,530	\$104.77
Sale	03/08/13	1,000	\$104.83
Sale	03/08/13	1,719	\$104.73
Sale	03/08/13	40,481	\$104.73
Sale	03/08/13	47,400	\$104.77
Sale	03/08/13	20,900	\$104.73
Sale	03/08/13	19,100	\$104.73
Sale	03/08/13	10,625	\$104.77
Sale	03/08/13	31,275	\$104.77
Sale		1 000	\$104.83
Sale	03/08/13	1,000	
	03/08/13	97,500	\$104.73
Sale	03/08/13 03/08/13	97,500 1,100	\$104.73 \$104.73
Sale Sale	03/08/13 03/08/13 03/08/13	97,500 1,100 9,189	\$104.73 \$104.73 \$104.73
Sale	03/08/13 03/08/13	97,500 1,100	\$104.73 \$104.73

Sale	03/08/13	89,201	\$104.77
Sale	03/08/13	51,996	\$104.77
Sale	03/08/13	14,803	\$104.77
Sale	03/08/13	5,668	\$104.83
Sale	03/08/13	500	\$104.73
Sale	03/08/13	1,000	\$104.77
Sale	03/08/13	8,551	\$104.73
Sale	03/08/13	1,449	\$104.73
Sale	03/08/13	10,800	\$104.77
Sale	03/08/13	5,000	\$104.73
Sale	03/08/13	1,600	\$104.77
Sale	03/08/13	800	\$104.77
Sale	03/08/13	1,300	\$104.77
Sale	03/08/13	1,900	\$104.77
Sale	03/08/13	1,000	\$104.83
Sale	03/08/13	4,700	\$104.73
Sale	03/08/13	300	\$104.73
Sale	03/08/13	5,000	\$104.77
Sale	03/08/13	3,000	\$104.73
Sale	03/08/13	3,000	\$104.77
Sale	03/08/13	1,000	\$104.83
Sale	03/08/13	11,600	\$104.73
Sale	03/08/13	30,400	\$104.73
Sale	03/08/13	47,500	\$104.77
Sale	03/08/13	1,000	\$104.83
Sale Sale	03/08/13	30,000	\$104.73 \$104.77
Sale	03/08/13 03/08/13	11,286	\$104.77
Sale	03/08/13	20,714 1,000	\$104.77
Sale	03/08/13	9,628	\$104.83
Sale	03/08/13	2,872	\$104.73
Sale	03/08/13	4,502	\$104.75
Sale	03/08/13	1,055	\$104.77
Sale	03/08/13	6,943	\$104.77
Sale	03/08/13	4,500	\$104.73
Sale	03/08/13	3,000	\$104.77
Sale	03/08/13	2,000	\$104.77
Sale	03/08/13	1,000	\$104.83
Sale	03/08/13	2,400	\$104.77
Sale	03/08/13	400	\$104.77
Sale	03/08/13	3,500	\$104.77
Sale	03/08/13	12,300	\$104.73
Sale	03/08/13	7,000	\$104.73
Sale	03/08/13	19,000	\$104.77
Sale	03/08/13	1,000	\$104.83
Sale	03/11/13	10,400	\$104.54
Sale	03/11/13	5,965	\$104.54
Sale	03/11/13	19,035	\$104.43
Sale	03/11/13	13,000	\$104.43
Sale	03/11/13	27,965	\$104.43
Sale	03/11/13	300	\$104.54
Sale	03/11/13	1,100	\$104.54
Sale	03/11/13	2,200	\$104.54
Sale	03/11/13	100	\$104.54
Sale	03/11/13	600	\$104.54
Sale	03/11/13	1,000	\$104.54
Sale	03/11/13	2,000	\$104.54

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Sale	03/11/13	6,000	\$104.43
Sale	03/11/13	400	\$104.54
Sale	03/11/13	4,000	\$104.54
Sale	03/11/13	1,000	\$104.54
Sale	03/11/13	2,800	\$104.54
Sale	03/11/13	1,300	\$104.54
Sale	03/11/13	700	\$104.54
Sale	03/11/13	3,300	\$104.43
Sale	03/11/13	700	\$104.43
Sale	03/11/13	5,000	\$104.54
Sale	03/11/13	2,500	\$104.43
Sale	03/11/13	12,500	\$104.43
Sale	03/11/13	13,700	\$104.54
Sale	03/11/13	988	\$104.71
Sale	03/11/13	19,800	\$104.71
Sale	03/11/13	23,727	\$104.71
Sale	03/11/13	65,400	\$104.25
Sale	03/11/13	1,600	\$104.54
Sale	03/11/13	1,400	\$104.54
Sale	03/11/13	2,000	\$104.43
Sale	03/11/13	1,178	\$104.43
Sale	03/11/13	4,567	\$104.54
Sale	03/11/13	1,733	\$104.54
Sale	03/12/13	2,355	\$104.49
Sale Sale	03/12/13 03/12/13	5,145	\$104.49 \$103.99
Sale	03/12/13	1,555 245	\$103.99
Sale	03/12/13	700	\$103.99
Sale	03/12/13	3,500	\$103.99
Sale	03/12/13	1,500	\$104.37
Sale	03/12/13	300	\$103.99
Sale	03/12/13	2,600	\$104.57
Sale	03/12/13	4,100	\$104.57
Sale	03/12/13	1,600	\$104.37
Sale	03/12/13	1,400	\$103.99
Sale	03/12/13	9,704	\$103.55
Sale	03/12/13	35,253	\$104.37
Sale	03/12/13	13,147	\$104.49
Sale	03/12/13	2,400	\$103.55
Sale	03/12/13	2,100	\$104.57
Sale	03/12/13	15,000	\$104.49
Sale	03/12/13	6,000	\$103.99
Sale	03/12/13	900	\$103.33
Sale	03/12/13	5,100	\$104.49
Sale	03/12/13	2,000	\$103.99
Sale	03/12/13	23,100	\$103.33
Sale	03/12/13	7,400	\$104.49
Sale	03/12/13	8,000	\$103.99
Sale	03/13/13	2,000	\$103.33
Sale	03/13/13	1,000	\$104.74
Sale	03/13/13	5,000	\$104.74
Sale	03/13/13	4,900	\$104.81
Sale	03/13/13	100	\$104.81
Sale	03/13/13	13,300	\$104.74
Sale	03/13/13	2,700	\$104.74
Sale	03/13/13	2,000	\$104.81
Sale	03/13/13	14,000	\$104.81

Sak 00/3/18 5.00 504.45 Sak 00/3/13 3.556 504.42 Sak 00/3/13 3.556 504.42 Sak 00/3/13 7.373 504.84 Sak 00/3/13 10.627 504.84 Sak 00/3/13 7.00 504.42 Sak 00/3/13 7.00 504.42 Sak 00/3/13 7.00 504.42 Sak 00/3/13 5.00 504.43 Sak 00/3/13 7.00 504.43 Sak 00/3/13 7.00 504.43 Sak 00/3/13 7.00 504.43 Sak 00/3/13 7.00 504.44 Sak 00/3/13 7.00 504.44 Sak 00/3/13 7.00 504.44 Sak 00/3/13 7.00 504.44 Sak 00/3/13 7.00 504.45 Sak 00/3/13 7.00 504.45 Sak <td< th=""><th></th><th></th><th></th><th></th></td<>				
Sale0313132.400\$10422Site0313133.556\$19443Sale0313137.33\$10421Sale0313131.000\$10424Sale0313133700\$10424Sale0313133700\$10424Sale0313133700\$10424Sale0313133700\$10424Sale0313133700\$10424Sale0313133.000\$10421Sale0313133.000\$10421Sale0313132.000\$10421Sale0313132.000\$10424Sale0313132.000\$10424Sale0313132.000\$10424Sale0313132.000\$10424Sale0313132.000\$10424Sale0313132.000\$10424Sale0313132.000\$10424Sale0313132.000\$10424Sale0314132.000\$10424Sale0314132.000\$10424Sale0314132.000\$10424Sale0314132.000\$10424Sale0314132.000\$10424Sale0314132.000\$10541Sale0314132.000\$10541Sale0314132.000\$10541Sale0314132.000\$10541Sale0314131.003\$105451Sale0314131.003\$105451<	Sale	03/13/13	5,000	\$104.45
She 01/1373 7,273 51/04/81 She 01/1373 6,079 51/04/81 She 01/1373 6,079 51/04/81 She 00/1373 0,079 51/04/81 She 00/1373 0,00 51/04/81 She 00/1373 10,00 51/04/81 She 00/14/13 0,00 51/04/81 She 00/14/13 0,00 51/04/81			2,400	\$104.52
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Sale	03/15/13	2,000	\$103.53
Sale	03/15/13	400	\$103.54
Sale	03/15/13	600	\$103.53
Sale	03/15/13	7,000	\$103.43
Sale	03/15/13	400	\$103.82
Sale	03/15/13	2,100	\$103.93
Sale	03/15/13	10,500	\$103.43
Sale	03/15/13	2,000	\$103.81
Sale	03/15/13	2,000	\$103.93
Sale	03/15/13	7,300	\$103.43
Sale	03/15/13	400	\$103.82
Sale	03/15/13	2,300	\$103.93

Sales by Southeastern clients in the ordinary course of business on the New York Stock Exchange or through Electronic Communication Networks (ECNs). In addition to the above transactions, on January 28, 2013 and March 6, 2013, clients of Southeastern terminating their advisory relationship removed 5,700 and 7,900 shares from Southeastern's discretion.

* Net of commissions