
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): May 14, 2012

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 Number)

2710 Wycliff Road
Raleigh, NC 27607
(Address of principal executive offices, including 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 (see General Instruction A.2. below):

- 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))
-
-

Item 8.01 Other Events.

On May 14, 2012, Martin Marietta Materials, Inc. issued a press release, a copy of which is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
Exhibit 99.1	Press Release, dated May 14, 2012

* * * * *

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.

Date: May 14, 2012

By: /s/ Roselyn R. Bar
Name: Roselyn R. Bar
Title: Senior Vice President, General Counsel and
Corporate Secretary

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 99.1	Press Release, dated May 14, 2012

**MARTIN MARIETTA IS SUBJECT TO ORDER OF
DELAWARE COURT OF CHANCERY**

RALEIGH, NORTH CAROLINA, May 14, 2012 – Martin Marietta Materials, Inc. (NYSE: MLM) announced today that in accordance with the decision of the Delaware Court of Chancery on May 4, 2012, the Court of Chancery today issued an order implementing its decision which until September 14, 2012 enjoins Martin Marietta from, among other things, pursuing Martin Marietta’s exchange offer for shares of Vulcan Materials Company, prosecuting Martin Marietta’s proxy contest at Vulcan’s 2012 annual meeting of shareholders, and otherwise taking steps to acquire control of Vulcan shares or assets.

Also, as required by the Court of Chancery’s order, Martin Marietta is, among other things, terminating its exchange offer and withdrawing its related registration statement, withdrawing its Hart-Scott Rodino Act filing in connection with its exchange offer, and withdrawing its nominees for election at the Vulcan 2012 annual meeting and terminating the related solicitation of proxies. Any “BLUE” proxy cards and “BLUE” voting instruction forms that were previously circulated and have or may be received will not be effective, will not be voted by Martin Marietta at the Vulcan 2012 annual meeting and will be discarded.

As previously announced, Martin Marietta is appealing the Court of Chancery’s decision to the Delaware Supreme Court.

About Martin Marietta

Martin Marietta Materials, Inc. is the nation’s second largest producer of construction aggregates and a producer of magnesia-based chemicals and dolomitic lime. For more information about Martin Marietta Materials, Inc., refer to the Corporation’s website at www.martinmarietta.com.

Contact

Anne Lloyd
Executive Vice President, Chief Financial Officer and Treasurer
Martin Marietta Materials, Inc.
(919) 788-4367
investor.relations@martinmarietta.com