FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* BAR ROSELYN R					2. Issuer Name and Ticker or Trading Symbol MARTIN MARIETTA MATERIALS INC [MLM]										all app Direc	olicable) ctor		, 10% C	wner
(Last) (First) (Middle) MARTIN MARIETTA MATERIALS, INC. 2710 WYCLIFF ROAD				3. Date of Earliest Transaction (Month/Day/Year) 05/29/2012											belov	v) ``	I	below)	
SH NO	2			4. If	Line) X Form filed by												y One Reporting Person		
	Tabl	e I - Nor	า-Deriv	ative	Se	curitie	s Acc	quired,	Dis	posed o	f, o	r Ben	efici	ally	Owne	ed			
Date					ur) l	Execution Date, f any		3. Transaction Code (Instr. 8)						4 and S		ties cially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
							Code	v	Amount		(A) or (D)	Price	Price		Transaction(s) (Instr. 3 and 4)			,,	
mmon Stock 05/29			05/29	/2012						1,360) D		\$69	9.62 39		9,069	D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
Derivative Conversion Date Execution Gecurity or Exercise (Month/Day/Year) if any			Date, Transaction Code (Instr.				Expiration Date (Month/Day/Year)			Amoun			Deri Secu	rative rity . 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Fir N MARIETT YCLIFF RO SH NO (Statement of Stock) Stock	(First) (IN MARIETTA MATERIALS YCLIFF ROAD GH NC 2 (State) (IN Table Security (Instr. 3) Stock Table Security (Instr. 3) Stock Table Security (Instr. 3)	(First) (Middle) N MARIETTA MATERIALS, INC. YCLIFF ROAD GH NC 27607 (State) (Zip) Table I - Noi Security (Instr. 3) Stock Table II - I (Conversion or Exercise Price of Derivative Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle) N MARIETTA MATERIALS, INC. YCLIFF ROAD Table I - Non-Deriv Security (Instr. 3) Table II - Derivate (e.g., pt Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year) 2. Transaction Date (Month/Day/Year) SA. Deemed Execution Date, if any (Month/Day/Year)	(First) (Middle) N MARIETTA MATERIALS, INC. YCLIFF ROAD Table I - Non-Derivative Security (Instr. 3) Table II - Derivative S (e.g., puts, c) Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year) 2. 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YCLIFF ROAD Table I - Non-Derivative Securities Acquired, (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquired, Month/Day/Year) Table II - Derivative Securities Acquired, Date (Month/Day/Year) Table II - Derivative Securities Acquired, Date (Month/Day/Year) Table II - Derivative Securities Acquired, Date (Month/Day/Year) Security Table II - Derivative Securities Acquired, Date (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date (Month/Day/Year) Date (Month/Day/Year)	MARTIN MARIETTA MARIETA MARIETA MARIETA MARIETA MARIETTA MARIETA MAR	MARTIN MARIETTA MATERIA MLM	(First) (Middle) N MARIETTA MATERIALS, INC. YCLIFF ROAD Table I - Non-Derivative Securities Acquired, Disposed of, or Security (Instr. 3) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Exercise Month/Day/Year) Amount Table II - Derivative Securities Acquired, Disposed of, or Exercise Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Exercise Month/Day/Year) Amount Table II - Derivative Securities Acquired, Disposed of, or Exercise Month/Day/Year) Amount Table II - Derivative Securities Acquired, Disposed of, or Exercise Month/Day/Year) Amount Table II - Derivative Securities Acquired, Disposed of, or Exercise Month/Day/Year) Amount Table II - Derivative Securities Acquired, Disposed of, or Exercise Month/Day/Year) Amount Table II - Derivative Securities Acquired, Disposed of, or Exercise Month/Day/Year) Amount Table II - Derivative Securities Acquired, Disposed of, or Exercise Month/Day/Year) Amount Table II - Derivative Securities Acquired, Disposed of, or Exercise Month/Day/Year) Amount Table II - Derivative Securities Acquired, Disposed of, or Exercise Month/Day/Year) Amount Table II - Derivative Securities Acquired, Disposed of, or Exercise Month/Day/Year) Amount Table II - Derivative Securities Acquired, Disposed of, or Exercise Month/Day/Year) Amount Table II - Derivative Securities Acquired, Disposed of, or Exercise Month/Day/Year) Amount Table II - Derivative Securities Acquired, Disposed of, or Exercise Month/Day/Year) Amount Table II - Derivative Month/Day/Year)	MARTIN MARIETTA MATERIALS INC. MLM	MARTIN MARIETTA MATERIALS INC (Inst.) (Middle) (Marietta Materials) (Middle) (Middle)	MARTIN MARIETTA MATERIALS INC (Check MLM)	MARTIN MARIETTA MATERIALS INC (Check all appropries MLM	MARTIN MARIETTA MATERIALS INC Check all applicable Director X Officer (give title below) SVP, General Countries SVP, General Countri	MARTIN MARIETTA MATERIALS INC (Check all applicable) Director X Officer (give title below) SVP, General Counsel a Officer (give title below) Officer (give ti	MARTIN MARIETTA MATERIALS INC (Check all applicable) Director 10% c Other below)

Explanation of Responses:

/s/ Roselyn R. Bar

05/30/2012

** 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.

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