

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Guzzo Dana F.</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/26/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>MARTIN MARIETTA MATERIALS INC [MLM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>SVP/Controller/CAO & CIO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>2710 WYCLIFF ROAD</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>RALEIGH NC 27607</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	219.25	I	by 401(k) Plan
Common Stock	3,380	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Options (Right to Buy)	(2)	08/17/2014	Common Stock	2,000	42.38	D
Stock Options (Right to Buy)	(1)	05/24/2013	Common Stock	927	61.05	D
Stock Options (Right to Buy)	(1)	05/22/2014	Common Stock	1,020	89.02	D
Stock Options (Right to Buy)	(1)	05/22/2015	Common Stock	1,055	151.92	D
Stock Options (Right to Buy)	(1)	05/28/2016	Common Stock	1,244	117.77	D
Stock Options (Right to Buy)	(1)	05/27/2017	Common Stock	1,103	79.79	D
Stock Options (Right to Buy)	(1)	05/27/2018	Common Stock	462	95.27	D
Stock Options (Right to Buy)	(1)	05/12/2019	Common Stock	582	86.9	D

Explanation of Responses:

- Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options become exercisable in four equal annual installments commencing one year from the date of grant.
- Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options become exercisable in three equal annual installments commencing one year from the date of grant.

/s/ Dana F. Guzzo

01/27/2012

** 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 5 (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.

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 Number.