FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, I	D.C.	20549
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STATEMENT OF CHA	NGES IN BENEFIC	IAL OWNERSHIP

OMB APPRO)VAL						
OMB Number:	3235-0287						
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hours per response:	0.5						

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* MENAKER FRANK H JR				<u>M</u>	2. Issuer Name and Ticker or Trading Symbol MARTIN MARIETTA MATERIALS INC MLM [heck all a	pplicable) ector		10% Owner		
(Last) (First) (Middle) 2710 WYCLIFF ROAD					3. Date of Earliest Transaction (Month/Day/Year) 09/30/2013												Other (specify below)	
				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							ne) X Fo Fo	dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
	Tabl	e I - Nor	n-Deriv	ative	Se	curitie	s Ac	quired,	Dis	posed o	f, or I	Bene	eficia	lly Owi	ned			
Date				Execution Date, if any		Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5)				d Seci Ben Owr	urities eficially ed Following	Form: Di (D) or Inc	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership				
								Code	v	Amount (A) or (D)		Price	Tran	saction(s)			(Instr. 4)	
Stock ⁽¹⁾			09/30	/2013			A		48 A		A	\$78.	54	17,196				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution if any	Date,	4. Transaction Code (Instr. 8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiratio	Expiration Date Month/Day/Year)		Amount of Securities Underlying Derivative Security (Instr. and 4) Amour or Numbe of		ount		derivative Securities Beneficially Owned Following Reported	Owner Form Direct or Inc (I) (In	: t (D) direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	(Find Conversion or Exercise Price of Derivative	(First) ((CLIFF ROAD (State) (Tabl Security (Instr. 3) Stock(1) Tabl 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) (CLIFF ROAD CH NC 27607 (State) (Zip) Table I - Nor Security (Instr. 3) Stock(1) Table II - I (Conversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year)	(First) (Middle) (CLIFF ROAD Table I - Non-Derive (Month/Interval) Stock(1) 2. Transaction Date (Month/Interval) Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	KER FRANK H JR (First) (Middle) (CLIFF ROAD 3. COPY (State) (Zip) Table I - Non-Derivative (Month/Day/Year) Security (Instr. 3) Table II - Derivative Security (Large of Derivative Security (Month/Day/Year) 2. Transaction Date (Large of Derivative Security (Month/Day/Year) 2. Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Conversion Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year)	MARC MILM Stock MILM Stock MILM MILM	MARTIN N MLM	MARTIN MARI MLM	MARTIN MARIETTA MLM 3. Date of Earliest Transaction (M 09/30/2013 4. If Amendment, Date of Original 4. If Amendment, Date of Original 4. If Amendment, Date of Original 5. Transaction Date (Month/Day/Year) 5. Transaction Date (Month/Day/Year) 6. Date 6. Dat	MARTIN MARIETTA MANUAL	MARTIN MARIETTA MATERIA MLM	MARTIN MARIETTA MATERIALS I	MARTIN MARIETTA MATERIALS INC	MARTIN MARIETTA MATERIALS INC C C MLM S MARTIN MARIETTA MATERIALS INC C C MLM S MARTIN MARIETTA MATERIALS INC C C MLM S MARTIN MARIETTA MATERIALS INC C C C MLM S MARTIN MARIETTA MATERIALS INC C C C MLM S MARTIN MARIETTA MATERIALS INC C C C MLM S MARTIN MARIETTA MATERIALS INC C C C MLM S C C C C C C C C C	MARTIN MARIETTA MÁTERIALS INC Check all a X Din	MARTIN MARIETTA MATERIALS INC (Check all applicable) X Director Officer (give title below) Stephenomena Stephenomena	MARTIN MARIETTA MATERIALS INC Check all applicable X Director Officer (give title below)	MARTIN MARIETTA MATERIALS INC Check all applicable) X Director 10% C Other Disposed (First) 10% C Other Disposed (First) 10% C Other Disposed

Explanation of Responses:

1. Common stock units were accrued under the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the "Plan") and are to be settled in stock in a lump sum or in installments not to exceed 10 years commencing on (i) the date the reporting person ceases to be a Non-Employee Director or (ii) the date that is one month and one year following the date the reporting person ceases to be a Non-Employee Director, in accordance with the reporting person's election under the Plan.

> /s/ Roselyn Bar, attorney-in-10/02/2013

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** Signature of Reporting Person

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.

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.