

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) March 20, 2008

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 No.)

2710 Wycliff Road, Raleigh, North Carolina

(Address of principal executive offices)

27607

(Zip Code)

(919) 781-4550

(Registrant's telephone number, including area code)

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:

- 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 14-d-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 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

Martin Marietta Materials, Inc. (the "Corporation") is changing the recordkeeper for its Performance Sharing Plan and Savings Investment Plan (collectively, the "Plan"). As a result of this change in recordkeeper, a conversion period is necessary to transition account and plan records. On March 17, 2008, the Corporation sent a notice to plan participants informing them that, due to this change in the recordkeeper of the Plan, Plan participants will temporarily be unable to direct or diversify the investments in their accounts established under the Plan, including the Martin Marietta Materials Common Stock Fund, or obtain loans or distributions from the Plan, during the period from April 25, 2008 to the week of May 12, 2008 (the "Restricted Period").

On March 20, 2008, the Corporation also sent a blackout trading restriction notice (the "Notice") to its directors and executive officers indicating that, pursuant to Section 306 of the Sarbanes-Oxley Act of 2005 and Regulation BTR, they will be prohibited from purchasing, selling or otherwise acquiring or transferring equity securities, directly or indirectly, during the Restricted Period. A copy of the Notice is attached hereto as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference in its entirety.

A participant in the Plan, a security holder or other interested person may obtain, without charge, information regarding the Restricted Period by contacting Meredith McLean-Morrison, Retirement Services Manager, telephone (919) 783-4573, email: meredith.mclean@martinmarietta.com or by mail to Ms. McLean-Morrison's attention to: Martin Marietta Materials, 2710 Wycliff Road, Raleigh, North Carolina 27607.

Item 9.01 Financial Statement and Exhibits.

(d) Exhibits

Exhibit Number

99.1 Notice to the Board of Directors and Executive Officers of Martin Marietta Materials, Inc. dated March 20, 2008.

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.

Dated: March 20, 2008

MARTIN MARIETTA MATERIALS, INC.

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

EXHIBIT INDEX

Exhibit Number

99.1 Notice to the Board of Directors and Executive Officers of Martin Marietta Materials, Inc.

Martin Marietta Materials



2710 Wycliff Road
Raleigh, NC 27607
Telephone: 919.783.4603
Fax: 919.783.4535
E-Mail: roselyn.bar@martinmarietta.com

Roselyn R. Bar

Senior Vice President, General Counsel and Corporate Secretary

March 20, 2008

TO: Directors and Executive Officers
Martin Marietta Materials, Inc.

FROM: Roselyn R. Bar

RE: **IMPORTANT NOTICE OF SPECIAL TRADING RESTRICTIONS DURING 401(k) PLAN BLACKOUT PERIOD**

This notice is to inform you that you will be subject to special trading restrictions regarding equity securities of Martin Marietta Materials, Inc. during an upcoming "blackout period" that will apply to the Company's Performance Sharing Plan and Savings Investment Plan (the "401(k) Plans"). This special trading restriction is imposed on directors and executive officers of the Company by the Sarbanes-Oxley Act of 2002 and the Securities and Exchange Commission Regulation BTR.

The blackout period is being imposed because of the conversion to a new recordkeeper for the 401(k) Plans. **The 401(k) Plans blackout period will begin on April 25, 2008 and will end the week of May 12, 2008 (the "Restricted Period").** During the Restricted Period, participants in the 401(k) Plans will not be able to access their accounts to direct or diversify their investments or obtain a distribution from the 401(k) Plans.

In accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 101 of SEC Regulation BTR, **the Company's directors and executive officers are prohibited during the Restricted Period from purchasing, selling or otherwise acquiring or transferring, directly or indirectly, any equity security of the Company** acquired in connection with his or her employment as an executive officer or services as a director.

The prohibition also applies to exercising stock options and other derivative securities and includes any transaction in which you have a pecuniary interest, such as transactions by your immediate family members living in your household. There is a presumption that all transactions in equity securities are prohibited unless you can establish that the securities were not acquired in connection with your employment as an executive officer or services as a director.

Please call me at (919) 783-4603 with any questions related to this notice. As always, please let me know before you trade any securities of the Company to confirm that there are no restrictions and to coordinate the required filings.