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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of report (Date of earliest event reported): April 3, 2012**

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**Martin Marietta Materials, Inc.**

(Exact name of registrant as specified in its charter)

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**North Carolina**  
(State or Other Jurisdiction of Incorporation)

**1-12744**  
(Commission File Number)

**56-1848578**  
(IRS Employer Identification Number)

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**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)

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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))
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**Item 8.01 Other Events**

On April 3, 2012, Martin Marietta Materials, Inc. (“Martin Marietta”) sent a letter (the “Letter”) to Vulcan Materials Company (“Vulcan”) in response to the letter Martin Marietta received from Vulcan on April 2, 2012, regarding Martin Marietta’s proposed director nominees to Vulcan’s Board of Directors.

A copy of the Letter is attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
Exhibit 99.1	Letter to Vulcan Materials Company, dated April 3, 2012

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## **Important Additional Information**

This document relates to the Exchange Offer by Martin Marietta to exchange each issued and outstanding share of common stock of Vulcan for 0.50 shares of Martin Marietta common stock. This document is for informational purposes only and does not constitute an offer to exchange, or a solicitation of an offer to exchange, shares of Vulcan common stock, nor is it a substitute for the Tender Offer Statement on Schedule TO or the preliminary prospectus/offer to exchange included in the Registration Statement on Form S-4 (the "Registration Statement") (including the letter of transmittal and related documents and as amended and supplemented from time to time, the "Exchange Offer Documents") initially filed by Martin Marietta on December 12, 2011 with the SEC. The Registration Statement has not yet become effective. The Exchange Offer will be made only through the Exchange Offer Documents. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE EXCHANGE OFFER DOCUMENTS AND ALL OTHER RELEVANT DOCUMENTS THAT MARTIN MARIETTA HAS FILED OR MAY FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY CONTAIN OR WILL CONTAIN IMPORTANT INFORMATION.

In connection with the solicitation of proxies for Vulcan's 2012 annual meeting of shareholders (the "Vulcan Meeting"), Martin Marietta filed a preliminary proxy statement on January 24, 2012 (as amended, the "Vulcan Meeting Preliminary Proxy Statement") with the SEC and intends to file a definitive proxy statement in connection therewith (the "Vulcan Meeting Definitive Proxy Statement"). When completed, the Vulcan Meeting Definitive Proxy Statement and accompanying proxy card will be mailed to the shareholders of Vulcan. Martin Marietta also intends to file a proxy statement on Schedule 14A and other relevant documents with the SEC in connection with its solicitation of proxies for a meeting of Martin Marietta shareholders (the "Martin Marietta Meeting") to approve, among other things, the issuance of shares of Martin Marietta common stock pursuant to the Exchange Offer (the "Martin Marietta Meeting Proxy Statement"). INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE VULCAN MEETING PRELIMINARY PROXY STATEMENT, THE VULCAN MEETING DEFINITIVE PROXY STATEMENT, THE MARTIN MARIETTA MEETING PROXY STATEMENT AND OTHER RELEVANT MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.

All documents referred to above, if filed, will be available free of charge at the SEC's website ([www.sec.gov](http://www.sec.gov)) or by directing a request to Morrow & Co., LLC at (877) 757-5404 (banks and brokers may call (800) 662-5200).

Martin Marietta, its directors and executive officers and the individuals nominated by Martin Marietta for election to Vulcan's Board of Directors are participants in any solicitation of proxies from Vulcan shareholders for the Vulcan Meeting or any adjournment or postponement thereof. Martin Marietta, its directors and executive officers are participants in any solicitation of proxies from Martin Marietta shareholders for the Martin Marietta Meeting or any adjournment or postponement thereof. Information about the participants, including a description of their direct and indirect interests, by security holdings or otherwise, is available in the Registration Statement, the proxy statement for Martin Marietta's 2011 annual meeting of shareholders, filed with the SEC on April 8, 2011, and the Vulcan Meeting Preliminary Proxy Statement, or will be available in the Vulcan Meeting Definitive Proxy Statement or the Martin Marietta Meeting Proxy Statement, as applicable.

**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: April 3, 2012

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

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
Exhibit 99.1	Letter to Vulcan Materials Company, dated April 3, 2012

# Martin Marietta Materials



2710 Wycliff Road  
Raleigh, North Carolina 27607-3033  
Telephone (919) 783-4603  
Facsimile (919) 783-4535  
Email [roselyn.bar@martinmarietta.com](mailto:roselyn.bar@martinmarietta.com)

**Roselyn R. Bar**

Senior Vice President, General Counsel  
and Corporate Secretary

April 3, 2012

Vulcan Materials Company  
1200 Urban Center Drive  
Birmingham, Alabama 35242

Attention: Robert A. Wason IV  
Senior Vice President and General Counsel

Re: Notice of Nomination

Dear Mr. Wason:

I am writing in response to your letter, dated April 2, 2012, with respect to the nomination by Martin Marietta Materials, Inc. ("Martin Marietta") of candidates for the Board of Directors (the "Board") of Vulcan Materials Company ("Vulcan") at Vulcan's 2012 Annual Meeting of Shareholders. Martin Marietta's process with respect to the nominees has been, and continues to be, in full compliance with the applicable requirements of New Jersey law, the SEC and Vulcan. Moreover, the nominees have been, and continue to be, entirely independent of Martin Marietta.

When Martin Marietta initially considered the nomination of director candidates as part of its proposed business combination with Vulcan, Martin Marietta's counsel, Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden"), entered into a straightforward, two page confidentiality agreement (collectively, the "Agreements") with selected director nominee candidates. The Agreements did not directly or indirectly disclose the identity of Martin Marietta or Vulcan (Skadden signed on behalf of a to-be-named company) and no confidential information provided to Martin Marietta by Vulcan was disclosed to any of the potential director nominees. Following execution of the Agreements, Skadden and certain of Martin Marietta's other outside advisors undertook a process to screen the qualifications and independence of the director nominee candidates.

The Agreements are immaterial and, in any event, have no bearing whatsoever on the independence of the nominees as Vulcan directors or on their ability to discharge their fiduciary duties to Vulcan and its shareholders. Martin Marietta has been clear (in each of the January 24, 2012, January 30, 2012 and February 13, 2012 notices (the “Notices”), as well as in its filings with the SEC) that “[t]he only commitment given to us by each of the [n]ominees is that he or she will stand for election to the Vulcan Board and, if elected, will serve on the Vulcan Board. Each of the [n]ominees has specifically acknowledged that there is not, and cannot be, any agreement between any of them and Martin Marietta regarding the decisions they will make as a director of Vulcan.”

Neither the form nor substance of Vulcan’s Bylaws, questionnaire or Representation and Agreement, nor the rules of the SEC, requires, on any basis, disclosure of the Agreements. Except as otherwise disclosed in the Notices, there are no agreements, arrangements or understandings that exist between Martin Marietta and the nominees with respect to their selection or possible nomination to Vulcan’s Board. We note that, despite the reference in your letter to having “recently learned about the existence” of these arrangements, Vulcan has been aware of the existence of the Agreements for some time and already has been provided with copies of the Agreements (Martin Marietta’s publicly filed pre-trial response brief noted that “evidence at trial will show that Martin Marietta’s nominees entered into confidentiality agreements on terms that brought the nominees within the [confidentiality agreements] between Vulcan and Martin Marietta (as party ‘Representatives’)” and copies of the Agreements were produced as part of the litigation process).

Your assertion that Martin Marietta’s nominees have “agree[d] to be bound as a ‘Representative’” of Martin Marietta is both incorrect and rests solely on an incomplete quotation from the Agreement. In fact, the Agreements (which, as noted above, were entered into without naming Martin Marietta or Vulcan) provide that “[r]ecipient will agree to be bound as a ‘Representative’ of [Martin Marietta] under the terms of the confidentiality agreement between [Martin Marietta] and [Vulcan]” (emphasis added) (the “NDA”) (*i.e.*, the nominees’ agreement to be a “Representative” of Martin Marietta for purposes of the existing NDA between Martin Marietta and Vulcan was simply an agreement to be bound by the restrictions set forth in such NDA and in no way compromises their explicit undertakings of independence).

Martin Marietta is dismayed with Vulcan’s attempt to raise a wholly unjustified specter of concern about Martin Marietta’s director nominees to Vulcan’s Board of Directors – particularly with Vulcan having full knowledge and possession for some time of the Agreements with the nominees, and thereby knowing full well that the concept of “Representative” in these Agreements clearly does not relate to the nominees’ service as directors of Vulcan should they be elected. Vulcan’s shareholders’ interests are not well served by this conduct.

The delivery of this letter shall not be deemed to constitute an admission by Martin Marietta that any Notice was or is in any way defective, or as a waiver by Martin Marietta of its right, in any way, to contest or challenge any of the foregoing matters. In addition, the delivery of this letter is not an admission that the procedures set forth in the Bylaws are legal, valid or binding, and Martin Marietta reserves all rights in connection with such matters and the other matters addressed in this letter.

Sincerely,

MARTIN MARIETTA MATERIALS, INC.

By: /s/ Roselyn R. Bar

Name: Roselyn R. Bar

Title: Senior Vice President, General Counsel and Corporate Secretary

cc: Jerry F. Perkins, Jr., Secretary and Assistant General Counsel, Vulcan Materials Company  
Edward D. Herlihy, Wachtell, Lipton, Rosen & Katz  
Igor Kirman, Wachtell, Lipton, Rosen & Katz

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Attn: Joseph LaSala