FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	DVAL				
OMB Number:	3235-0287				
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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

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Name and Address of Reporting Person*						2. Issuer Name and Ticker or Trading Symbol MARTIN MARIETTA MATERIALS INC									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Nye C Howard						MLM]								١,	X Director		10% (Owner		
(Last) (First) (Middle)							INITINI]								X	Officer (give title below)		Other below	(specify	
` ′	`	3. D	3. Date of Earliest Transaction (Month/Day/Year)										Pres	& Chief F	xecutive Offi	icer				
MARTIN MARIETTA MATERIALS, INC.							01/27/2011								The Granes Emecually Sinces					
2710 WYCLIFF ROAD																				
					4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
(Street)															Line)					
RALEIG	H NO	2	27607												X Form filed by One Reporting Person					
					.													re than One Rep	orting	
(City)	(C+	oto) ((7:-)												Pers	on				
(City)	(31	ate) (Zip)																	
		Tabl	e I - No	n-Deriv	ative	Se	curitie	s Acc	quired	, Dis	posed o	f, o	r Ber	efici	ally	Owne	ed			
1. Title of S	ecurity (Inst	r. 3)		2. Transa	ction					3. 4. Securities Acquired (A)								6. Ownership	7. Nature	
				Date (Month/D	av/Yea	Execution Date, y/Year) if any			Transaction Disposed Of (D) (Instr. 3, 4 Code (Instr.			. 3, 4 ar	and 5) Securi Benef			Form: Direct (D) or Indirect	of Indirect Beneficial			
l (monu)					ay, roa	(Month/Day/Year)				8)					Owne		d Following	(I) (Instr. 4)	Ownership	
								Code	v	Amount		(A) or (D) Price			Reported Transaction(s)			(Instr. 4)		
						Code	\ <u>'</u>	Amount	- ((D) Price			(Instr. 3 and 4)							
Common Stock 01/27/2						/2011			A		3,099		A	\$67.768		58,691		D		
	Table II. Desiration Committee Associated Discount of an Description Committee																			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
1. Title of	2.	3. Transaction	3A. Deem	3A. Deemed 4		4.		5. Number		Exerci	isable and 7. Title and			i	8. Price of		9. Number o	f 10.	11. Nature	
Derivative	Conversion	Date (Month/Day/Year)	Execution	n Date,	Date, Transac Code (Ir		of I		Expiration Date		te	Amount of			Derivative		derivative	Ownership	of Indirect	
Security (Instr. 3)	or Exercise Price of		if any (Month/D						(Month/Day/Year)			Securities Underlying			Security (Instr. 5)		Securities Beneficially	Form: Direct (D)	Beneficial Ownership	
` ′	Derivative \(\)		<i>'</i>	•			Acquired		Derivative					Ι`		Owned Following	or Indirect	(Instr. 4)		
	Security						(A) or Disposed of (D) (Instr. 3, 4		Security (Instant 4)			nsu. 3	3		Reported	(I) (Instr. 4)				
												'			Transaction (Instr. 4)	(s)				
				and 5)			`								(111301. 4)					
				İ								Amount		1						
													or							
					Date			Expiration		of	ımber									
					Code	V (A) (D) E		Exercis	able	Date	Title	e Sh	ares	s						

Explanation of Responses:

/s/ C. Howard Nye

01/28/2011

** 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.

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.