

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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* <u>SOUTHEASTERN ASSET MANAGEMENT INC/TN/</u> (Last) (First) (Middle) <u>6410 POPLAR AVENUE</u> <u>SUITE 900</u> (Street) <u>MEMPHIS TN 38119</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/18/2012</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

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	6,205,303	I	Voting and/or investment discretion per investment advisory contracts

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				

Explanation of Responses:

Remarks:

Southeastern Asset Management, Inc. ("Southeastern") does not have a pecuniary interest in the securities. As a result of a conversion from a Schedule 13G to Schedule 13D filing, Southeastern may now be deemed a "beneficial owner" of more than 10% of the company's common stock for Section 16 purposes under Rule 16a-1(a)(1). As permitted by Rule 16a-1, this Form 3 shall not be deemed an admission that Southeastern is the beneficial owner of more than 10% of the company's common stock for Section 16 purposes.

/s/ Steven P. McBride,
Assistant General Counsel,
Southeastern Asset
Management, Inc.
 ** Signature of Reporting Person 05/25/2012
 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.