SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 1996

Commission File Number 1-12744

MARTIN MARIETTA MATERIALS, INC.
(Exact name of registrant as specified in its charter)

North Carolina	56-1848578
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
2710 Wycliff Road, Raleigh, NC	27607
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code 919-781-4550

Former name: None
Former name, former address and former fiscal year, if changes since last report.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the latest practicable date.

Class	Outstanding as of April 30, 1996
Common Stock, $.01 par value	46,079,300

Exhibit Index is on Page 16

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES

FORM 10-Q

For the Quarter Ended March 31, 1996

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MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 1996	December 31, 1995
	(Thousands of Dollars)	
ASSETS		
Current assets:		
Accounts receivable, net	$ 97,785	$ 94,759
Affiliates receivable	6,262	89,712
Inventories, net	119,842	113,402
Deferred income tax benefit	12,604	12,622
Other current assets	3,228	3,860
Total Current Assets	239,721	314,355
Property, plant and equipment	924,754	919,862
Allowances for depreciation, depletion and amortization	(538,689)	(527,639)
Net property, plant and equipment	386,065	392,223
Other noncurrent assets	19,483	18,248
Noncurrent affiliates receivable	--	3,333
Cost in excess of net assets acquired	38,221	37,245
Other intangibles	23,269	23,967
Total Assets	$ 706,759	$ 789,371
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Book overdraft	$ 3,902	$ 2,927
Accounts payable	25,508	26,211
Affiliates payable	24,090	6,822
Accrued salaries, benefits and payroll taxes	15,850	15,426
Accrued insurance and other taxes	7,193	5,551
Income taxes	1,962	2,192
Current maturities of long-term debt	2,808	103,740
Other current liabilities	8,749	10,467
Total Current Liabilities	90,062	173,336
Long-term debt	124,871	124,986
Pension, postretirement, and postemployment benefits	49,020	47,483
Other noncurrent liabilities	8,732	9,415
Noncurrent deferred income taxes	11,261	10,606
Total Liabilities	283,946	365,826
Shareholders' equity:		
Common stock, par value $.01 per share	461	461
Additional paid-in capital	331,303	331,303
Retained earnings	91,049	91,781
Total Shareholders' Equity	422,813	423,545
Total Liabilities and Shareholders' Equity	$ 706,759	$ 789,371

See accompanying notes to condensed consolidated financial statements.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS

	Three Months Ended March 31, 1996	Three Months Ended March 31, 1995
	(Thousands of Dollars, Except Per Share Data)	
Net sales	$ 136,547	$ 129,942
Cost of sales	112,742	100,869
Gross Profit	23,805	29,073
Selling, general & administrative expense	14,736	14,104
Research and development	475	445
Earnings from Operations	8,594	14,524
Interest expense	(3,174)	(2,112)
Other income and expenses, net	1,170	263
Earnings before Taxes on Income	6,590	12,675
Taxes on income	2,253	4,446
Net Earnings	$ 4,337	$ 8,229
Net earnings per share	$ 0.09	$ 0.18
Average number of common shares outstanding	46,079,300	46,079,300

See accompanying notes to condensed consolidated financial statements.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months Ended March 31, 1996	1995
	(Thousands of Dollars)	
Operating activities:		
Net earnings	$ 4,337	$ 8,229
Adjustments to reconcile earnings to cash provided by operating activities:		
Depreciation, depletion and amortization	14,912	13,172
Other items, net	174	387
Changes in operating assets and liabilities:		
Accounts receivable	(3,026)	(5,469)
Affiliates receivable	(585)	(1,068)
Inventories	(6,515)	(15,420)
Accounts payable	(2,210)	4,514
Other assets and liabilities, net	(823)	12,913
Net cash provided by operating activities	6,264	17,258
Investing activities:		
Additions to property, plant and equipment	(11,264)	(15,466)
Acquisitions, net	--	(135,472)
Transactions with Lockheed Martin Corporation	87,369	31,747
Note receivable from Lockheed Martin Corporation	--	53,000
Other investing activities, net	3,995	390
Net cash provided by (used for) investing activities	80,100	(65,801)
Financing activities:		
Repayments and extinguishments of long-term debt	(101,046)	(645)
Increases in long-term debt	--	400
Dividends	(5,068)	(5,068)
Loan payable to Lockheed Martin Corporation	18,775	47,762
Net cash (used for) provided by financing activities	(87,339)	42,449
Net decrease in cash	(975)	(6,094)
Book overdraft, beginning of period	(2,927)	(2,218)
Book overdraft, end of period	$ (3,902)	$ (8,312)

See accompanying notes to condensed consolidated financial statements.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 1996

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of Martin Marietta Materials, Inc. (the "Corporation") have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to the Quarterly Report on Form 10-Q and to Article 10 of Regulation S-X. The Corporation has continued to follow the accounting policies set forth in the audited consolidated financial statements and related notes thereto included in the Corporation's Annual Report on Form 10-K for the year ended December 31, 1995, filed with the Securities and Exchange Commission on March 27, 1996. In the opinion of management, the interim financial information provided herein reflects all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the results of operations for the interim periods. The results of operations for the three months ended March 31, 1996, are not necessarily indicative of the results to be expected for the full year.

The Corporation is a subsidiary of Lockheed Martin Corporation ("Lockheed Martin") which was formed as a result of a business combination in March 1995 between the Martin Marietta Corporation ("Martin Marietta") and the Lockheed Corporation. Lockheed Martin, directly and indirectly through a subsidiary, owns approximately 81% of the Corporation's outstanding common stock. For purposes of these financial statements and the related notes thereto, all references to Lockheed Martin are meant to include Martin Marietta Corporation and its consolidated subsidiaries, except where otherwise specified.

2. Inventories

	March 31, 1996	December 31, 1995
	(In Thousands)	
Finished products	$ 93,856	$ 86,086
Product in process and raw materials	14,555	15,427
Supplies and expendable parts	19,050	19,259
	127,461	120,772
Less allowances	(7,619)	(7,370)
Total	$ 119,842	$ 113,402

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 1996

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

3. Long-Term Debt

	March 31, 1996	December 31, 1995
	(In Thousands)	
7% Debentures, due 2025	$ 124,179	$ 124,177
8-1/2% Notes, due 1996	--	100,000
Acquisition notes, interest rates ranging from 6% to 10%	2,711	3,675
Other notes	789	874
	127,679	228,726
Less current maturities	(2,808)	(103,740)
Total	$ 124,871	$ 124,986

The 8-1/2% Notes were redeemed by the holders upon their maturity on March 1, 1996. During the period these Notes were outstanding, Lockheed Martin reimbursed the Corporation for the portion of the interest in excess of 5% per annum.

In addition to the above stated long-term debt, the Corporation borrowed, from a subsidiary of Lockheed Martin, $17 million under the terms of a credit agreement and $1.8 million under the terms of a cash management agreement. For financial reporting purposes, these amounts are classified with affiliates payable in the accompanying financial statements. The proceeds of these borrowings were used primarily to help finance the repayment of the 8-1/2% Notes and to assist funding the Corporation's working capital requirements during the first quarter of 1996.

The Corporation's interest payments were approximately $2.6 million in 1996 and $2.7 million in 1995 for the three months ended March 31.

4. Income Taxes

The Corporation's effective income tax rate for the first three months was 34.2% in 1996 and 35.1% in 1995. The effective rate for the first quarter of 1996 was lower than the current federal corporate income tax rate of 35% due to the effect of several offsetting factors. Consequently, the Corporation's effective tax rate reflects the effect of state income taxes which has been more than offset by the favorable impact of differences in book and tax accounting arising from the permanent benefits associated with the depletion allowances for mineral reserves, foreign subsidiaries' operating earnings, and equity earnings in nonconsolidated investments.

Currently, the results of operations of the Corporation are included in a consolidated federal income tax return with Lockheed Martin. For years ended prior to January 1, 1995, the Corporation's results of operations were included in a consolidated federal income tax return with Martin Marietta. Income taxes allocable to the operations of the Corporation are calculated as if it had filed separate income tax returns for the periods presented herein.

The Corporation's income tax payments were approximately $1.9 million in 1996 and $0.3 million in 1995, for the three months ended March 31.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 1996

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

5. Contingencies

In the opinion of management and counsel, it is unlikely that the outcome of litigation and other proceedings, including those pertaining to environmental matters, relating to the Corporation and its subsidiaries, will have a material adverse effect on the results of the Corporation's operations or its financial position.

6. Other Matters

The Corporation adopted the Statement of Financial Accounting Standards No. 121, "Accounting for the Impairment of Long-Lived Assets and for Assets to be Disposed Of" ("FAS 121") as of January 1, 1996. The pronouncement requires that certain long-lived assets be reviewed for potential impairment when circumstances indicate that the carrying amount of such assets may not be recoverable. Additionally, FAS 121 requires that certain long-lived assets held for disposition be reported at the lower of the carrying amount or fair value less any selling costs. The impact of the adoption of this pronouncement did not have a material effect on the Corporation's consolidated financial position or on its results of operations.

In February 1994, the Corporation was authorized by its shareholders and the Board of Directors to repurchase up to 2,000,000 shares of the Corporation's Common Stock for issuance under the Corporation's Omnibus Securities Award Plan. On May 3, 1994, the Board of Directors authorized the repurchase of an additional 500,000 shares for general corporate purposes. As of the date of this Quarterly Report on Form 10-Q, there have been 68,200 shares of Common Stock repurchased by the Corporation under these authorizations.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 1996

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

First Quarter Ended March 31, 1996 and 1995

OVERVIEW   Martin Marietta Materials, Inc. (the "Corporation") reports operations in two industry reporting segments, aggregates and magnesia-based products. The Corporation is the United States' second largest producer of aggregates used for the construction of highways and other infrastructure projects and for commercial and residential construction. The Corporation's Aggregates division processes or ships aggregates, primarily crushed stone, from a network of approximately 200 quarries and distribution facilities in 19 states in the southeastern, midwestern and central regions of the United States and in the Bahamas and Canada. The Corporation also manufactures and markets magnesia-based products, including heat-resistant refractory products for the steel industry and magnesia-based chemical products for industrial, agricultural and environmental uses, including wastewater treatment and acid neutralization.

The Corporation continued in excellent overall financial condition during the first quarter of 1996 and maintains adequate capital resources to operate, compete and grow in an increasingly challenging competitive environment. Net earnings for the first quarter of 1996 were $4.3 million, or $0.09 per share, a significant decrease from 1995 first quarter earnings of $8.2 million, or $0.18 per share, primarily as a result of severe adverse weather conditions during the quarter. The Corporation repaid the $100 million principal amount of its 8-1/2% Notes which were redeemed by the holders on March 1, 1996. The Corporation's ratio of debt to total capitalization at March 31, 1996, was 26%, down from 35% reported at December 31, 1995.

The Corporation entered into an agreement, effective March 31, 1996, to sell certain former Dravo operations in the Pittsburgh area. The costs and expenses associated with the divestiture of these operations were provided for in the first quarter of 1995 in connection with the Dravo Basic Materials acquisition which was accounted for under the purchase method of accounting. Consequently, the divestiture of these operations, which transaction closed on April 4, 1996, had no impact on the Corporation's financial position or on its results of operations.

Management is aware that, in the wake of Lockheed Martin's acquisition of the Loral Corporation, Lockheed Martin has stated that it is reviewing certain non-strategic businesses and other assets, including its 81% ownership of the Corporation's common stock, with respect to possible divestiture. However, as of the date of this filing, management is not aware of any final decision that has been made by Lockheed Martin in connection with its continued ownership of the Corporation's common stock.

RESULTS OF OPERATIONS Net sales for the quarter were $136.5 million, a 5% increase over 1995 first quarter sales of $129.9 million. Earnings from operations were $8.6 million in the first three months of 1996 compared with $14.5 million in the first three months of 1995. Consolidated net earnings for the quarter were $4.3 million, or $0.09 per share, a decrease of $3.9 million from 1995 first quarter earnings of $8.2 million, or $0.18 per share.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 1996

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
(Continued)

First Quarter Ended March 31, 1996 and 1995

RESULTS OF OPERATIONS (continued) Sales for the Aggregates division increased 6% to $103.6 million for the first quarter, compared with the year-earlier period. This increase in sales reflects an approximate 4% increase in shipments and a slight increase in the division's average net selling price, when compared to the same period in 1995. The division's operating profits of $5.6 million dropped significantly in the first quarter of 1996 compared with the same period in 1995. The Corporation's aggregates business is highly seasonal, due primarily to the effect of weather conditions on construction activity levels, most of which occurs typically in the spring, summer, and early fall. Consequently, severe winter weather conditions within most of the markets served by the division during the first quarter of 1996 contributed to lower production levels and higher costs. Management believes that the Corporation's annual production and shipments, excluding acquisitions, will see some improvement for the full year 1996, compared to the prior year.

The Magnesia Specialties division had three-month 1996 sales of approximately $32.9 million, an increase of approximately 3% in the first three months of 1996 over 1995. Even though shipments of refractory products were down slightly from the year-earlier period, overall prices were up in the quarter. While a softening in pricing pressure occurred in the first quarter because of a more favorable customer and product mix, management expects that price weaknesses will continue in this sector for the foreseeable future due to market limitations. Chemical product sales for the quarter were above the prior year's first quarter sales, primarily as a result of strong sales of industrial products and magnesium hydroxide. Sales of lime, used in the steel industry's basis oxygen furnaces, continued to strengthen into the first quarter. Compared to the year-earlier period, the division's operating earnings increased 8% to $3.0 million.

The labor union contract which covers the employees at the Magnesia Specialties operation at Woodville, Ohio, expires in June 1996. There are pending negotiations in connection with this union agreement. The Corporation's management considers its relations with its employees to be good and believes that it will be successful in negotiating a new labor contract; however, there can be no assurance that a successor agreement will be reached or that a work stoppage will not occur.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 1996

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
(continued)

First Quarter Ended March 31, 1996 and 1995

RESULTS OF OPERATIONS (continued) The following table presents net sales, gross profit, selling, general and administrative expense, and earnings from operations data for the Corporation and each of its divisions. In each case the data is stated as a percentage of net sales of the Corporation or the relevant division, as the case may be:

	Three Months Ended March 31, (Dollars in Thousands)			
	1996		1995	
	Amount	% of Net Sales	Amount	% of Net Sales
Net sales:				
Aggregates	$103,642	100.0	$ 97,849	100.0
Magnesia Specialties	32,905	100.0	32,093	100.0
Total	136,547	100.0	$129,942	100.0
Gross profit:				
Aggregates	16,040	15.5	$ 21,051	21.5
Magnesia Specialties	7,765	23.6	8,022	25.0
Total	23,805	17.4	$ 29,073	22.4
Selling, general & administrative expense:				
Aggregates	10,456	10.1	$ 9,314	9.5
Magnesia Specialties	4,280	13.0	4,790	14.9
Total	14,736	10.8	$ 14,104	10.9
Earnings from operations:				
Aggregates	$ 5,584	5.4	$ 11,737	12.0
Magnesia Specialties	3,010	9.1	2,787	8.7
Total	8,594	6.3	$ 14,524	11.2

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 1996

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
(Continued)

First Quarter Ended March 31, 1996 and 1995

RESULTS OF OPERATIONS (continued) Other income and expenses, net, for the quarter ended March 31, were $1.2 million in income in 1996 and $0.3 million in income in 1995. In addition to several offsetting amounts, the 1996 amount included $1.1 million of interest income principally from amounts on loan to Lockheed Martin during the quarter and $0.4 million of equity losses from the Corporation's investment in an Iowa-based operation. The 1995 amount included only $0.6 million of interest income during the first quarter of 1995 and $0.9 million of equity losses from the Iowa-based investment.

Interest expense was approximately $1.1 million, or 50%, higher in the first three months of 1996 over 1995. The increase in 1996 resulted from the net effect of the additional long-term borrowings by the Corporation in December 1995, when the Corporation publicly offered and sold its $125-million 7% Debentures, offset by the reductions of long-term debt during the quarter caused by the repayment of the 8-1/2% Notes on March 1, 1996, and the reduced amounts outstanding during the quarter that were due to Lockheed Martin under the credit agreement.

The Corporation's estimated effective tax rate for the first three months was 34.2% in 1996 and 35.1% in 1995. See Note 4 of the Notes to Condensed Consolidated Financial Statements.

LIQUIDITY AND CAPITAL RESOURCES Net cash flow provided by operating activities during the first quarter of 1996 was $6.3 million compared with net cash provided by operations of $17.3 million in the comparable period of 1995. The cash flow for both 1995 and 1996 was principally from earnings, before deducting depreciation, depletion and amortization, offset by working capital increases. Working capital increases during the first quarter of 1996 were primarily the result of increases in inventory and accounts receivable balances, as well as decreases in trade accounts payable. Working capital demand increased in the first quarter of 1995 principally because of increases in inventory and accounts receivable balances as a result of growth in aggregates demand and a build-up of magnesia-based product quantities, both of which were offset by increased balances in trade accounts payable, accrued income taxes and accrued expenses in connection with the Dravo transaction. The seasonal nature of the construction aggregates business impacts quarterly net cash provided by operating activities when compared with the year. Full year 1995 net cash provided by operating activities was $128.6 million, compared with $17.3 million provided by operations in the first quarter of 1995.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 1996

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
(Continued)

First Quarter Ended March 31, 1996 and 1995

LIQUIDITY AND CAPITAL RESOURCES (continued) First quarter capital expenditures exclusive of acquisitions were $11.3 million in 1996 and $15.5 million in 1995. Capital expenditures are expected to be approximately $82 million for 1996, exclusive of acquisitions. Comparable capital expenditures were $72 million in 1995.

The Corporation relies, for its liquidity requirements, on internally generated funds, access to capital markets, and funds provided under a cash management agreement and credit agreement, each with a subsidiary of Lockheed Martin. Prospectively, the Corporation may borrow from third-party lenders or through its access to capital markets. With respect to the Corporation's ability to access the public market, it has an effective shelf registration on file with the Securities and Exchange Commission for the offering of up to $175 million of debt securities, which may be issued from time to time. Its ability to borrow or issue debt securities is dependent, among other things, upon market conditions. As of March 31, 1996, $1.8 million was outstanding under the cash management agreement and approximately $17.0 million was outstanding under the terms of the credit agreement. The proceeds from these borrowings were used primarily to help finance the repayment of the 8-1/2% Notes and to assist funding the Corporation's working capital requirements. The approximately $87 million of the Corporation's funds, that were invested with Lockheed Martin under the terms of the cash management agreement at year-end 1995, were also used for the repayment of the 8-1/2% Notes.

The Corporation may repurchase up to 2.5 million shares of its common stock under authorizations of the Board of Directors for use in connection with the Corporation's Omnibus Securities Award Plan and general corporate purposes. As of the date of this Quarterly Report on Form 10-Q, there have been 68,200 shares repurchased by the Corporation under these authorizations.

Based on prior performance and current expectations, the Corporation's management believes cash flows from internally generated funds and access to capital markets will permit the Corporation to continue to fund the operations of existing businesses, cover debt service requirements, and allow for the payment of dividends in 1996. The Corporation may be required to obtain additional financing in order to fund strategic acquisitions if any such opportunities arise. The Corporation's 8-1/2% Notes matured on March 1, 1996, and were paid in full upon redemption by their holders. During the period these Notes were outstanding, Lockheed Martin reimbursed the Corporation for the portion of interest paid by the Corporation in excess of 5%.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 1996

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

Reference is made to Part I. Item 3. Legal Proceedings of the Martin Marietta Materials, Inc. Annual Report on Form 10-K for the year ended December 31, 1995.

Item 4. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Shareholders held on May 2, 1996, the shareholders of Martin Marietta Materials, Inc.:

(a) Elected Richard G. Adamson, Marcus C. Bennett, Bobby F. Leonard, Frank H. Menaker, Jr., James M. Reed, William B. Sansom and Stephen P. Zelnak, Jr. to the Board of Directors of the Corporation to terms expiring at the 1997 Annual Meeting of Shareholders. The following table sets forth the votes for each director.

	Votes Cast For	Abstained
Richard G. Adamson	43,396,258	40,758
Marcus C. Bennett	43,396,368	40,648
Bobby F. Leonard	43,396,268	40,748
Frank H. Menaker, Jr.	43,396,368	40,648
James M. Reed	43,396,358	40,658
William B. Sansom	43,396,227	40,789
Stephen P. Zelnak, Jr.	43,396,368	40,648

(b) Ratified the selection of Ernst & Young LLP, as independent auditors for the year ending December 31, 1996. The voting results for this ratification were 43,432,721 -- For; 620 -- Against; and 3,675 -- Abstained.

Item 5. Other Information.

On May 3, 1996, the Corporation's announced that the Board of Directors of Martin Marietta Materials, Inc., declared a regular quarterly cash dividend on the Corporation's Common Stock of $0.11 a share, payable to shareholders of record at the close of business on May 31, 1996.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 1996

PART II - OTHER INFORMATION
(Continued)

Item 6. Exhibits and Reports on Form 8-K.

None

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 thereunto duly authorized.

MARTIN MARIETTA MATERIALS, INC.
(Registrant)

Date: May 14, 1996

By: /s/ Janice K. Henry

Janice K. Henry
Vice President, Chief Financial
Officer and Treasurer

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
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For the Quarter Ended March 31, 1996

EXHIBIT INDEX

Exhibit No.	Document	Page
11.01	Martin Marietta Materials, Inc. and Consolidated Subsidiaries Computation of Earnings Per Share for the Three Months Ended March 31, 1995 and 1996	17
12.01	Martin Marietta Materials, Inc. and Consolidated Subsidiaries Computation of Ratio of Earnings to Fixed Charges for the Three Months Ended March 31, 1996	18
27	Financial Data Schedule (for SEC use only)	

Exhibit 11.01

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES

COMPUTATION OF EARNINGS PER SHARE

For the Three Months Ended March 31
(Amounts in Thousands, Except Share and Per Share Data)

	1996	1995
Net earnings	$ 4,337	$ 8,229
Weighted average number of common shares outstanding	46,079,300	46,079,300
Net earnings per common share	$ 0.09	$ 0.18

Exhibit 12.01

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

For the Three Months Ended March 31, 1996
(Amounts in Thousands)

EARNINGS:	
Earnings before income taxes	$6,590
(Earnings) losses of less than 50% owned associated companies, net	(85)
Interest expense	3,174
Portion of rents representative of an interest factor	281
Adjusted Earnings and Fixed Charges	$9,960
FIXED CHARGES:	
Interest Expense	$3,174
Capitalized interest	40
Portion of rents representative of an interest factor	281
Total Fixed Charges	$3,495
Ratio of Earnings to Fixed Charges	2.85

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE
CONDENSED CONSOLIDATED BALANCE SHEET AS OF MARCH 31, 1996, AND THE RELATED
CONDENSED CONSOLIDATED STATEMENT OF EARNINGS FOR THE QUARTER THEN ENDED AND IS
QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 1996.

1,000

3-MOS
DEC-31-1996
JAN-01-1996
MAR-31-1996
0
0
102,275
4,490
119,842
239,721
924,754
538,689
706,759
90,062
124,871
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0
461
422,352
706,759
136,547
136,547
112,742
127,953
(1,210)
40
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6,590
2,253
4,337
0
0
0
4,337
0.09
0.09