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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) August 15, 2007

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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)

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**1-12744**

(Commission File Number)

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**56-1848578**

(IRS Employer Identification No.)

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**2710 Wycliff Road, Raleigh, North Carolina**

(Address of Principal Executive Offices)

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**27607**

(Zip Code)

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**(919) 781-4550**

(Registrant's Telephone Number, Including Area Code)

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**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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 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 7.01 Regulation FD Disclosure.**

On August 15, 2007, the Corporation announced a 25 percent increase in its regular quarterly cash dividend to \$0.345 per share on its common stock. The dividend, which represents a cash dividend of \$1.38 per share on an annualized basis, is payable September 28, 2007, to shareholders of record at the close of business on August 31, 2007.

The Corporation also announced that its Board of Directors authorized the repurchase of up to an additional 5,000,000 shares of the Corporation's common stock.

The press release, dated August 15, 2007, is furnished as Exhibit 99.1 to this report and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

99.1 Press Release dated August 15, 2007, announcing a 25 percent increase in the Corporation's regular quarterly cash dividend to \$0.345 per share on its common stock and the Board of Directors authorizing the repurchase of an additional 5,000,000 shares of the Corporation's common stock.

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**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.

MARTIN MARIETTA MATERIALS, INC.

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(Registrant)

Date: August 15, 2007

By:

\_\_\_\_\_  
/s/ Anne H. Lloyd

Anne H. Lloyd,  
Senior Vice President and Chief Financial Officer

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 15, 2007, announcing a 25 percent increase in the Corporation's regular quarterly cash dividend to \$0.345 per share on its common stock and the Board of Directors authorizing the repurchase of an additional 5,000,000 shares of the Corporation's common stock.



FOR IMMEDIATE RELEASE

Contact: *Anne H. Lloyd*  
*Senior Vice President, Chief*  
*Financial Officer and Treasurer*  
*(919) 783-4660*  
*www.martinmarietta.com*

**MARTIN MARIETTA MATERIALS, INC.**  
**INCREASES REGULAR CASH DIVIDEND 25 PERCENT**

**BOARD OF DIRECTORS AUTHORIZES THE REPURCHASE OF**  
**AN ADDITIONAL 5,000,000 SHARES OF COMMON STOCK**

RALEIGH, North Carolina (August 15, 2007) — Anne H. Lloyd, Senior Vice President, Chief Financial Officer and Treasurer of Martin Marietta Materials, Inc. (NYSE:MLM), today announced that the Board of Directors has approved a 25 percent increase in the regular quarterly cash dividend to \$0.345 (thirty-four and one-half cents) per share on the Corporation's common stock. This dividend, which represents a cash dividend of \$1.38 per share on an annualized basis, is payable September 28, 2007, to shareholders of record at the close of business on August 31, 2007.

Commenting on the dividend increase, Lloyd stated, "We are very pleased that our strong cash position and excellent operating performance have enabled us once again to increase shareholder returns through the dividend payout."

Separately, Lloyd announced that the Board of Directors has authorized the repurchase of up to 5,000,000 shares of the Corporation's common stock. This authorization, combined with the 646,000 shares remaining under prior authorizations, represents approximately 13.5% of the common shares outstanding at June 30, 2007. Under this authorization, the Corporation may repurchase shares of its common stock in the open market or through private transactions at such prices and upon such terms as the Chairman and Chief Executive Officer deem appropriate. Through the first six months of 2007, the Corporation has repurchased 3,585,000 shares of common stock, or approximately 8% of shares outstanding at the beginning of the year, at an average price of \$138.12 per share.

"Increasing shareholder value through effective utilization of capital structure remains one of our primary objectives," Lloyd added. "We will continue to evaluate ways to utilize our financial position to provide benefits to our shareholders, which may include additional increases in the dividend, capital expenditures on high-return, internal growth projects, high-value acquisitions and stock repurchases."

Martin Marietta Materials is a leading producer of construction aggregates and a producer of magnesia-based chemicals and dolomitic lime. For more information about Martin Marietta Materials, refer to the Corporation's Web site at [www.martinmarietta.com](http://www.martinmarietta.com).

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