UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G*

Under	the Securities Exchange Act of 1934 (Amendment No. 1)
N	Marietta Materials, Inc. (Name of Issuer)
	COMMON STOCK (Title of Class of Securities)
	573284106 (CUSIP Number)
(Date of Ever	December 31, 2011 nt which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Sche	dule is filed:
[_] Rule 13d-1(b)	
[X] Rule 13d-1(c)	
[_] Rule 13d-1(d)	
*The remainder of this cover page shall be filled out for a reporting per	rson's initial filing on this form with respect to the subject class of securities, and for any subsequent

amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 control number.

1.	Names of Reporting Persons.					
	I.R.S. Identification Nos. of above persons (entities only).					
	SPO Partne					
2.	Check the A	Appropriate Bo	ox if a Member of a Group (See Instructions)			
	(a) [_]					
	(b) [X]					
3.	SEC Use O	nly				
4.	Citizenship	or Place of O	rganization			
	•					
	Delaware					
		5.	Sole Voting Power			
NT 1 C			3,939,535 (1)			
Number of	•	6.	Shared Voting Power			
Shares			-			
Beneficially	ı		0			
Owned by Eac	:n	7.	Sole Dispositive Power			
Reporting Person With:						
Person with:			3,939,535 (1)			
	•	8.	Shared Dispositive Power			
			·			
			0			
9.	Aggregate Amount Beneficially Owned by Each Reporting Person					
	00 0					
	3,939,535					
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_]					
11.	Percent of Class Represented by Amount in Row (9)					
	• • • • • • • • • • • • • • • • • • • •					
	8.6%					
12.	Type of Repo	Type of Reporting Person (See Instructions)				
	VET 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1					
	PN					
(1) Power is exe	ercised throug	h its sole gene	ral partner, SPO Advisory Partners, L.P.			
	J	3				
			Page 2 of 14			

1.	Names of Reporting Persons.						
	I.R.S. Identification Nos. of above persons (entities only).						
	SPO Advisory Partners, L.P.						
2.	Check the	Appropria	ate Box if a Member of a Group (See Instructions)				
	(a) [_]						
	(a) [_]						
	(b) [X]						
3.	SEC Use C	Only					
4.	Citizenshij	or Place	of Organization				
	Delaware						
		5.	Sole Voting Power				
			3,939,535 (1)(2)				
Numl		6.	Shared Voting Power				
Sha		0.					
Owned	icially by Fach		0				
Repo		7.	Sole Dispositive Power				
Person	With:		3,939,535 (1)(2)				
		8.	Shared Dispositive Power				
9.	Aggre	gate Amo	0 ount Beneficially Owned by Each Reporting Person				
.	1-55-0	Bate 11110	and Deficition, Source of Data Reporting Person				
3,939,535							
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)			gregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_]				
11.	Percei	nt of Class	Represented by Amount in Row (9)				
	8.6%						
12.	Type o	of Reporti	ng Person (See Instructions)				
	PN						

(1) Solely in its capacity as the sole general partner of SPO Partners II, L.P. (2) Power is exercised through its sole general partner, SPO Advisory Corp.

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).						
2.	San Franc	San Francisco Partners, L.P. Check the Appropriate Box if a Member of a Group (See Instructions)					
2.	Check the	Appropr	late Box if a Member of a Group (See Instructions)				
	(a) [_]						
	(b) [X]						
3.	SEC Use	Only					
4.	Citizensh	ip or Plac	e of Organization				
	California	a					
		5.	Sole Voting Power				
	Number of		150,700 (1)				
	Shares	6.	Shared Voting Power				
	Beneficially Owned by Each		0				
	Reporting Person With:	7.	Sole Dispositive Power				
	Person with:		150,700 (1)				
		8.	Shared Dispositive Power				
			0				
9.	Aggregate A	Amount B	eneficially Owned by Each Reporting Person				
	150,700						
10.	O. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_]						
11.	Percent of C	Class Rep	resented by Amount in Row (9)				
	0.3%						
12.	Type of Rep	porting Pe	rson (See Instructions)				
	PN						

(1) Power is exercised through its sole general partner, SF Advisory Partners, L.P.

Page 4 of 14

1.		Reporting Pe				
	I.R.S. Identification Nos. of above persons (entities only).					
	SF Adviso	ory Partners, I	L.P.			
2.	Check the	Appropriate	Box if a Member of a Group (See Instructions)			
	(a) [_]					
	(b) [V]					
3.	(b) [X]	Ol				
3.	SEC Use 0	Only				
4.	Citizonchi	n or Place of	Organization			
4.	Citizensiii	p or Frace or	O gailization			
	Delaware					
	Delaware	5.	Sole Voting Power			
		5.	controlling control			
			150,700 (1)(2)			
	Number of	6.	Shared Voting Power			
	Shares		Ç			
	Beneficially Owned by Each		0			
	Reporting	7.	Sole Dispositive Power			
	Person With:					
	r croon vvidi.		150,700 (1)(2)			
		8.	Shared Dispositive Power			
9.	Aggregate	e Amount Bei	neficially Owned by Each Reporting Person			
	150,700					
10.		ho Aggregate	Amount in Row (9) Excludes Certain Shares (See Instructions)			
10.	CHECK II t	ne Aggregate	: Annount in Now (3) Excludes Certain Shales (See Histractions) [_]			
11.	Darcent of	f Class Repre	sented by Amount in Row (9)			
11.	i ercent or	Class Repre	Seried by Filholin in Now (5)			
	0.3%					
12.		eporting Pers	son (See Instructions)			
	710000	1 . 0				
	PN					

(1) Solely in its capacity as the sole general partner of San Francisco Partners, L.P. (2) Power is exercised through its sole general partner, SPO Advisory Corp.

Page 5 of 14

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).					
	SPO Advisory Corp.					
2.	Check th	ne Appropriate Box if a Member of a Group (See Instructions)				
	(a) [_]					
	(b) [X]					
3.	SEC Use	e Only				
4.	Citizensl	nip or Place of Organization				
	Delawar	e e				
		5. Sole Voting Power				
Number of Shares		4,090,235 (1)(2)				
		6. Shared Voting Power				
Benefic		0				
Owned b Repor		7. Sole Dispositive Power				
Person		4,090,235 (1)(2)				
		8. Shared Dispositive Power				
		0				
9.		Aggregate Amount Beneficially Owned by Each Reporting Person				
		4,090,235				
10.						
11.	1	Percent of Class Represented by Amount in Row (9)				
•						
12.		9.0% Type of Reporting Person (See Instructions)				
14.		type of Reporting Ferson (See instructions)				
	(00				

Solely in its capacity as the sole general partner of SPO Advisory Partners, L.P. with respect to 3,939,535 of such shares; and solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 150,700 of such shares.
 Power is exercised through its three controlling persons, John H. Scully, William E. Oberndorf and Edward H. McDermott.

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).					
	John H. Scully					
2.	Check the	Appropriate Box if a Member of a Group (See Instructions)				
	(a) [_]					
	(b) [X]					
3.	SEC Use (nly				
4.	Citizenshi	or Place of Organization				
	USA					
		5. Sole Voting Power				
No	mber of	1,100 (1)				
S	hares	6. Shared Voting Power				
	eficially ed by Each	4,090,235 (2)				
Re	porting	7. Sole Dispositive Power				
Pers	on With:	1,100 (1)				
		8. Shared Dispositive Power				
		4,090,235 (2)				
9.	Aggregate A	mount Beneficially Owned by Each Reporting Person				
	4,091,335					
10.	Check if the	Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_]				
11.	Percent of C	ass Represented by Amount in Row (9)				
	9.0%					
12.		orting Person (See Instructions)				
	IN					
	111					

(1) These shares are held in Mr. Scully's Individual Retirement Accounts, which are self-directed.(2) These shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of three controlling persons of SPO Advisory Corp.

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). William E. Oberndorf 2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) [
William E. Oberndorf Check the Appropriate Box if a Member of a Group (See Instructions) (a) [] (b) [X] 3. SEC Use Only 4. Citizenship or Place of Organization USA 5. Sole Voting Power USA 5. Sole Voting Power Anumber of Shares Beneficially Owned by Each Reporting Person With: 13.800 (1) 8. Shared Voting Power 4.090,235 (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4.090,235 (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4.090,235 (2) 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)	1.						
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) [_] (b) [X] 3. SEC Use Only 4. Citizenship or Place of Organization USA 5. Sole Voting Power Number of Shares 5. Shared Voting Power		I.R.S. Identification Nos. of above persons (entities only).					
2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) [_] (b) [X] 3. SEC Use Only 4. Citizenship or Place of Organization USA 5. Sole Voting Power Number of Shares 5. Shared Voting Power		William F. Oberndorf					
(b) [X] 3. SEC Use Only 4. Citizenship or Place of Organization USA 5. Sole Voting Power Shares Beneficially Owned by Each Reporting Person With: 3,800 (1) 6. Shared Voting Power 4,090,235 (2) 7. Sole Dispositive Power 8. Shared Dispositive Power 4,090,235 (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)	2.	Check the Ap	propriate Box i	a Member of a Group (See Instructions)			
(b) [X] 3. SEC Use Only 4. Citizenship or Place of Organization USA 5. Sole Voting Power Shares Beneficially Owned by Each Reporting Person With: 3,800 (1) 6. Shared Voting Power 4,090,235 (2) 7. Sole Dispositive Power 8. Shared Dispositive Power 4,090,235 (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)		() ()					
3. SEC Use Only 4. Citizenship or Place of Organization USA 5. Sole Voting Power Shares Beneficially Owned by Each Reporting Person With: 3.800 (1) 7. Sole Dispositive Power 4.090,235 (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4.094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)		(a) [_]					
3. SEC Use Only 4. Citizenship or Place of Organization USA 5. Sole Voting Power Shares Beneficially Owned by Each Reporting Person With: 4.090,235 (2) 7. Sole Dispositive Power 4.090,235 (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4.094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 9.0%		(b) [X]					
USA 5. Sole Voting Power 3,800 (1) Number of Shares Beneficially Owned by Each Reporting Person With: 3,800 (1) 7. Sole Dispositive Power Person With: 3,800 (1) 8. Shared Dispositive Power 4,090,235 (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) 9.0%	3.		y				
USA 5. Sole Voting Power 3,800 (1) Number of Shares Beneficially Owned by Each Reporting Person With: 3,800 (1) 7. Sole Dispositive Power Person With: 3,800 (1) 8. Shared Dispositive Power 4,090,235 (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) 9.0%			71 (0				
Sole Voting Power Number of	4.	Citizenship or	Place of Organ	ızatıon			
Number of Shares Beneficially Owned by Each Reporting Person With: 3,800 (1) 7. Sole Dispositive Power 3,800 (1) 8. Shared Dispositive Power 4,090,235 (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)		USA					
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Shares Shares Beneficially Owned by Each Reporting Person With: 3,800 (1) 8. Shared Dispositive Power 4,090,235 (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)				2,000 (4)			
Shares Beneficially Owned by Each Reporting Person With: 4,090,235 (2) 7. Sole Dispositive Power 3,800 (1) 8. Shared Dispositive Power 4,090,235 (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)		Number of		3,800 (1)			
Owned by Each Reporting Person With:			6.	Shared Voting Power			
Reporting Person With: 7. Sole Dispositive Power 3,800 (1) 8. Shared Dispositive Power 4,090,235 (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)				4 090 235 (2)			
Person With: 3,800 (1) 8. Shared Dispositive Power 4,090,235 (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)			7.				
3,800 (1) 8. Shared Dispositive Power 4,090,235 (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) 11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)				•			
4,090,235 (2) 9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)		Person with.		3,800 (1)			
9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)			8.	Shared Dispositive Power			
9. Aggregate Amount Beneficially Owned by Each Reporting Person 4,094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)				4 000 225 (2)			
4,094,035 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)	_	Δ	· D				
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_] 11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)	9.	Aggregate Amount Beneficially Owned by Each Reporting Person					
11. Percent of Class Represented by Amount in Row (9) 9.0% 12. Type of Reporting Person (See Instructions)		4,094,035					
9.0% 12. Type of Reporting Person (See Instructions)	10.	Check if the Ag	gregate Amour	t in Row (9) Excludes Certain Shares (See Instructions) [_]			
9.0% 12. Type of Reporting Person (See Instructions)							
12. Type of Reporting Person (See Instructions)	11.	Percent of Class	s Represented b	y Amount in Row (9)			
		9.0%					
	12.	Type of Reporti	ng Person (See	Instructions)			
		INI					
IN		IIN					

⁽¹⁾ These shares are held in Mr. Oberndorf's Individual Retirement Account, which is self-directed.(2) These shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as one of three controlling persons of SPO Advisory Corp.

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).					
	Edward H. McDermott					
2.		Appropriate Box if a Member of a Group (See Instructions)				
	(a) [_]					
	(b) [X]					
3.	SEC Use	Only				
	C:: 1:					
4.	Citizensni	p or Place of Organization				
	USA					
		5. Sole Voting Power				
		100 (1)				
	Number of	6. Shared Voting Power				
	Shares Beneficially					
	Owned by Each	4,090,235 (2)				
	Reporting	7. Sole Dispositive Power				
	Person With:	100 (1)				
		8. Shared Dispositive Power				
	Δ	4,090,235 (2)				
9.	Aggregate Amount Beneficially Owned by Each Reporting Person					
	4,090,335					
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) [_]					
11.	Percent of Class Represented by Amount in Row (9)					
- 15	9.0%					
12.	Type of Rep	oorting Person (See Instructions)				
	IN					

⁽¹⁾ These shares are held in Mr. McDermott's Individual Retirement Account, which is self-directed.(2) These shares may be deemed to be beneficially owned by Mr. McDermott solely in his capacity as one of three controlling persons of SPO Advisory Corp.

This Amendment No. 1 (the "Amendment") amends the Schedule 13G (the "Original 13G") filed with the Securities and Exchange Commission on August 10, 2011. The Terms used herein and not defined shall have the meaning ascribed thereto in the Original 13G, as amended.

Item 1. (a) Name of Issuer

Martin Marietta Materials, Inc.

(b) Address of Issuer's Principal Executive Offices

2710 Wycliff Road Raleigh, North Carolina 27607

Item 2. (a) Name of Person Filing

SPO Partners II, L.P., a Delaware limited partnership ("SPO"), SPO Advisory Partners, L.P., a Delaware limited partnership ("SPO Advisory Partners"), San Francisco Partners, L.P., a California limited partnership ("SFP"), SF Advisory Partners, L.P., a Delaware limited partnership ("SF Advisory Partners"), SPO Advisory Corp., a Delaware corporation ("SPO Advisory Corp."), John H. Scully ("JHS"), William E. Oberndorf ("WEO") and Edward H. McDermott ("EHM"). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp, JHS, WEO and EHM are sometimes hereinafter referred to as the "Reporting Persons."

The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act"), although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

(b), (c) Address of Principal Business Office or, if None, Residence; Citizenship of Reporting Persons

The principal business address of SPO is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO is a Delaware limited partnership.

The principal business address of SPO Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Partners is a Delaware limited partnership.

The principal business address of SFP is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SFP is a California limited partnership.

The principal business address of SF Advisory Partners is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SF Advisory Partners is a Delaware limited partnership.

The principal business address of SPO Advisory Corp. is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. SPO Advisory Corp. is a Delaware corporation.

The principal business address of JHS is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS is a citizen of the United States of America.

The principal business address of WEO is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. WEO is a citizen of the United States of America.

The principal business address of EHM is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. EHM is a citizen of the United States of America.

(d) Title of Class of Securities

Common Stock, par value \$0.01 per share.

(e) CUSIP Number:

573284106

Item 3. Statement filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c):

Not Applicable.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

	(b)	(a)	(c)(i)	(c)(ii)	(c)(iii)	(c)(iv)
				Comm	on Shares	
			Voting	Power	Disposition	on Power
Reporting Persons	Percent of Class	Beneficially Owned	<u>Sole</u>	<u>Shared</u>	<u>Sole</u>	<u>Shared</u>
SPO Partners II, L.P.	8.6%	3,939,535	3,939,535	0	3,939,535	0
SPO Advisory Partners, L.P.	8.6%	3,939,535	3,939,535	0	3,939,535	0
San Francisco Partners, L.P.	0.3%	150,700	150,700	0	150,700	0
SF Advisory Partners, L.P.	0.3%	150,700	150,700	0	150,700	0
SPO Advisory Corp.	9.0%	4,090,235	4,090,235	0	4,090,235	0
John H. Scully	9.0%	4,091,335	1,100	4,090,235	1,100	4,090,235
William E. Oberndorf	9.0%	4,094,035	3,800	4,090,235	3,800	4,090,235
Edward H. McDermott	9.0%	4,090,335	100	4,090,235	100	4,090,235

^{**} Denotes less than

Instruction. For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [_].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

No other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, or other proceeds from the sale of, the common shares held by the Reporting Persons.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2012

Date

/s/ Kim M. Silva

Signature

Kim M. Silva

Attorney-in-fact for:

SPO Partners II, L.P. (1)
SPO Advisory Partners, L.P. (1)
San Francisco Partners, L.P. (1)
SF Advisory Partners, L.P. (1)
SPO Advisory Corp. (1)
John H. Scully (1)
William E. Oberndorf (1)
Edward H. McDermott (1)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.

EXHIBIT INDEX

Exhibit Document Description

A Agreement Pursuant to Rule 13d-1(k)

B Power of Attorney (Previously Filed)

EXHIBIT A

Pursuant to Rule 13d-1(k) or Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this Exhibit is attached is filed on behalf of each of them in capacities set forth below.

February 14, 2012

Date

/s/ Kim M. Silva

Signature

Kim M. Silva

Attorney-in-fact for:

SPO Partners II, L.P. (1) SPO Advisory Partners, L.P. (1) San Francisco Partners, L.P. (1) SF Advisory Partners, L.P. (1) SPO Advisory Corp. (1) John H. Scully (1) William E. Oberndorf (1) Edward H. McDermott (1)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.