

**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) May 31, 2005

Martin Marietta Materials, Inc.

(Exact Name of Registrant as Specified in Its Charter)

North Carolina

(State or Other Jurisdiction of Incorporation)

1-12744

(Commission File Number)

56-1848578

(IRS Employer Identification No.)

2710 Wycliff Road, Raleigh, North Carolina

(Address of Principal Executive Offices)

27607

(Zip Code)

(919) 781-4550

(Registrant's Telephone Number, Including Area Code)

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))

Items 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On May 31, 2005, the Corporation announced the planned retirement of Senior Vice President and Chief Financial Officer Janice Henry in 2006.

The Corporation also announced the election of Anne H. Lloyd as the Corporation's Chief Financial Officer effective June 1, 2005. Ms. Lloyd, age 44, has been Chief Accounting Officer of the Corporation since 1999 and Vice President and Controller of the Corporation since 1998.

The Corporation issued a press release on May 31, 2005 announcing the planned retirement of Ms. Henry and the election of Ms. Lloyd, which is filed as Exhibit 99.1 to this Report.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release dated May 31, 2005, announcing the planned retirement of Janice Henry in 2006 and the election of Anne H. Lloyd as Chief Financial Officer.

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.
(Registrant)

Date: May 31, 2005

By: /s/ Janice K. Henry
Janice K. Henry,
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 31, 2005, announcing the planned retirement of Ms. Henry and the election of Ms. Lloyd.

Martin Marietta Materials



FOR IMMEDIATE RELEASE

Contact: *Janice K. Henry*
Senior Vice President
(919) 783-4658
www.martinmarietta.com

**CHIEF FINANCIAL OFFICER JANICE HENRY
ANNOUNCES PLANS TO RETIRE IN 2006**

BOARD ELECTS ANNE LLOYD AS CFO

RALEIGH, North Carolina (May 31, 2005) – Martin Marietta Materials, Inc. (NYSE: MLM), today announced that Senior Vice President and Chief Financial Officer Janice K. Henry will retire in 2006. Henry’s distinguished career with Martin Marietta and its previous affiliates spans more than 30 years. To allow a smooth transition, the Martin Marietta Materials, Inc. Board of Directors has elected Vice President and Controller, Anne Lloyd, to become Martin Marietta’s Chief Financial Officer, effective June 1, 2005. Lloyd, who has been Controller since 1998, will retain her position as Chief Accounting Officer. Henry, who has served as CFO since 1994, will continue as Senior Vice President and Treasurer through the transition process.

Commenting on the changes, Stephen P. Zelnak, Jr., Chairman and CEO of Martin Marietta Materials, stated, “We are indebted to Janice for her contributions to the Company as Chief Financial Officer over the past 11 years. She has played an important role in our history as a public company. Janice’s leadership was key in the highly successful IPO process and in establishing financial and investor relations disciplines that are essential to a public company. During her tenure, the Company has successfully navigated a rapidly changing environment as we built our platform for growth to enhance shareholder value. Janice established a capital structure that enabled the Company to achieve its growth objectives and played a vital role in negotiations and subsequent financial integration of our major acquisitions. She will be greatly missed on both a professional and personal level.

“As a company, it is our practice to focus on developing succession plans for our key positions. Anne has been an integral part of the Company’s management team for seven years. During that time, she has worked closely with Janice and other members of senior management, both at the corporate office and in the field operations, and has developed strong business relationships throughout the organization. In her role as Chief Accounting Officer, Anne led the financial

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Henry Announces Retirement; New CFO Named

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reporting processes, enhancing the internal audit, tax and accounting functions, and has worked to ensure transparent financial reporting. Her efforts were essential to our successful Sarbanes-Oxley compliance. As the principal member of the Investor Relations team since joining the Company, Anne is well known and her business acumen is respected by our investors and analysts. We are extremely fortunate to have a person of Anne's strong ethics, with the abilities and relevant experience, ready to move into the CFO role. We look forward to having her as our new Chief Financial Officer."

Anne Lloyd (age 44) joined Martin Marietta Materials in 1998 as Vice President and Controller. She was promoted to Chief Accounting Officer in 1999. Before joining Martin Marietta, she was a senior audit manager for Ernst and Young, LLP, an international public accounting firm. Lloyd is a graduate of the University of North Carolina at Chapel Hill. She holds a Bachelor of Science degree in Business Administration and is a Certified Public Accountant.

Martin Marietta is the nation's second largest producer of construction aggregates, a leading producer of magnesia-based chemical products and is developing structural composites products for use in a wide variety of industries.

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