

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SPO ADVISORY CORP</u>  (Last) (First) (Middle) <u>591 REDWOOD HIGHWAY, SUITE 3215</u>  (Street) <u>MILL VALLEY CA 94941</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARTIN MARIETTA MATERIALS INC [ MLM ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/07/2008</u>	
	4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/07/2008		P		128,672	A	\$78.85	4,653,895	I	See footnotes <sup>(1)(2)(3)</sup>
Common Stock	10/07/2008		P		114,328	A	\$79.21	4,765,635	I	See footnotes

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
SPO ADVISORY CORP  
 (Last) (First) (Middle)  
591 REDWOOD HIGHWAY, SUITE 3215  
 (Street)  
MILL VALLEY CA 94941  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
SF ADVISORY PARTNERS LP  
 (Last) (First) (Middle)  
591 REDWOOD HIGHWAY, SUITE 3215  
 (Street)  
MILL VALLEY CA 94941  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
SPO ADVISORY PARTNERS LP  
 (Last) (First) (Middle)  
591 REDWOOD HIGHWAY, SUITE 3215

(Street)  
MILL VALLEY CA 94941

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[SAN FRANCISCO PARTNERS II LP](#)

(Last) (First) (Middle)  
591 REDWOOD HIGHWAY, SUITE 3215

(Street)  
MILL VALLEY CA 94941

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[SPO PARTNERS II LP](#)

(Last) (First) (Middle)  
591 REDWOOD HIGHWAY, SUITE 3215

(Street)  
MILL VALLEY CA 94941

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[PHOEBE SNOW FOUNDATION](#)

(Last) (First) (Middle)  
591 REDWOOD HIGHWAY , SUITE 3215

(Street)  
MILL VALLEY CA 94941

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Elizabeth R. & William J. Patterson Foundation](#)

(Last) (First) (Middle)  
591 REDWOOD HIGHWAY  
SUITE 3215

(Street)  
MILL VALLEY CA 94941

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(City) (State) (Zip)

**Explanation of Responses:**

1. The entities directly acquiring the shares reported on this form are SPO Partners II, L.P. ("SPO Partners"), which bought 468,100 shares, San Francisco Partners II, L.P. ("SF Partners"), which bought 14,200 shares, Phoebe Snow Foundation ("PSF"), which bought 5,800 shares, the Elizabeth R. & William J. Patterson Foundation ("WJPFND"), which bought 1,300 shares, John H. Scully ("JHS"), who bought 500 shares, William E. Oberndorf ("WEO"), who bought 3,000 shares and Edward H. McDermott ("EHM"), who bought 100 shares. The range of prices for the purchases reported in Line 1 above was \$78.145 - 79.13. The range of prices for the purchases reported in Line 2 above was \$79.14-\$79.25 ( full detailed information regarding the shares purchased at each price will be provided upon request ).
2. Due to the purchases causing this filing and related filings today, 4,828,235 shares of the issuer's common stock are owned directly by SPO Partners, and may be deemed to be indirectly beneficially owned by (i) SPO Advisory Partners, L.P. ("SPO Advisory"), the sole general partner of SPO Partners, (ii) SPO Advisory Corp. ("SPO Corp."), the sole general partner of SPO Advisory, and (iii) JHS, WEO, William J. Patterson ("WJP") and EHM, the four controlling persons of SPO Corp. Additionally, 182,200 shares of the issuer's common stock are owned directly by SF Partners, and may be deemed to be indirectly beneficially owned by (i) SF Advisory Partners, L.P. ("SF Advisory"), the sole general partner of SF Partners, (ii) SPO Corp., the sole general partner of SF Advisory, and (iii) JHS, WEO, WJP and EHM the four controlling persons of SPO Corp.
3. Additionally, as a result of the purchases causing this filing and related filings today, PSF owns 72,800 shares, JHS owns 1,400 shares in his IRAs, which are self directed, WEO owns 4,600 shares in his IRA, which is self-directed, WJPFND owns 6,100 shares, WJP owns 100 shares in his IRA, which is self-directed and EHM owns 100 shares in his IRA, which is self-directed.

**Remarks:**

Form 1 of 2. The individuals listed in the notes above (each a "Reporting Person") may be deemed to form a "group", as such term is defined in Rule 13d-5(b)(1) promulgated under the Securities Exchange Act of 1934, for purposes of this filing. This filing shall not be deemed as an admission by any Reporting Person that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this statement. Each Reporting person disclaims beneficial ownership of the reported securities except to the extent of their respective pecuniary interests, if any, therein.

Kim Silva 10/09/2008  
\*\* Signature of Reporting Person 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 4 (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.