FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									
hours por rosponso:	0.5								

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

Name and Address of Reporting Person*     Grant Daniel L.					<u>M</u>	2. Issuer Name and Ticker or Trading Symbol MARTIN MARIETTA MATERIALS INC [ MLM ]										onship of Reportin all applicable) Director Officer (give title below)		g Person(s) to Issuer 10% Owner Other (speci below)			
(Last) 2710 WY	ast) (First) (Middle) 710 WYCLIFF ROAD						3. Date of Earliest Transaction (Month/Day/Year) 11/09/2016									SVP - Strategy and Development					
(Street) RALEIG						4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person						
(City)	(3	-		Non-Deri	vativ	Sec	uritia		cauir	ed L	)ienoeed (	of or F	Renefici	ally (	Jwner	٠					
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Y				on	n 2A. Deer Execution (ear) if any				ction Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			5. Amount		unt of ies cially Following	6. Own Form: (D) or I (I) (Inst	Direct Indirect tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
						Code V		Amount	(A) or (D)	or Price		Transaction(s) (Instr. 3 and 4)									
Common Stock			11/09/20	)16				M		816	A	\$0			2,609	I	D				
Common	Stock			11/09/20	016				M		359	A	\$0		12,968		D				
Common	mmon Stock 11/09/20			016	6			F		137	D	\$202.	01	12,831		I	D				
Common	Stock			11/09/20	016				S		1,038	D	\$224.89	22 <sup>(1)</sup>	11,793		I	D			
		Т	able								sposed of , converti				wned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	ution Date,		ransaction ode (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		te Exer ation D th/Day/		7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		Der Sec (Ins	Price of ivative curity str. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	y O Fe Di Oi (I)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amoun or Numbe of Shares	er							
Stock Options (Right to	\$121	11/09/2016			M			816	(	2)	05/22/2024	Commo Stock	n 816		\$0	816		D			

## **Explanation of Responses:**

\$154.58

Buy) Stock Option

(Right to

Buy)

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$224.818 to \$224.895, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.

(3)

05/21/2025

2. Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options become exercisable in four equal annual installments commencing one year from the date of grant.

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3. Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options become exercisable in four equal annual installments commencing one year from the date of grant.

> /s/ Daniel L. Grant 11/10/2016

\$<mark>0</mark>

\*\* Signature of Reporting Person

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Stock

Date

1,076

D

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).

11/09/2016

\*\* 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.