

As filed with the Securities and Exchange Commission on June 7, 1999
Registration No. 333-79039

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1 to

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MARTIN MARIETTA MATERIALS, INC.
(Exact name of registrant as specified in its charter)

North Carolina
(State or other jurisdiction of
incorporation or organization)

56-1848578
(I.R.S. Employer
Identification No.)

2710 Wycliff Road
Raleigh, North Carolina 27607
(Address of principal executive offices)

Martin Marietta Materials, Inc.
Stock-Based Award Plan
(Full title of the plan)

Bruce A. Deerson
Vice President and General Counsel
Martin Marietta Materials, Inc.
2710 Wycliff Road
Raleigh, North Carolina 27607
(919) 781-4550
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

PART II

- Item 8. Exhibits.
- *4.1 Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.01 to the Martin Marietta Materials, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 1994).
 - *4.2 Rights Agreement, dated as of October 21, 1996, between Martin Marietta Materials, Inc., a North Carolina corporation, and First Union National Bank of North Carolina, a North Carolina corporation (incorporated by reference to Exhibit 1 to the Martin Marietta Materials, Inc. Registration Statement on Form 8-A, filed October 21, 1996.)
 - *5. Opinion of Robinson, Bradshaw & Hinson, P.A.
 - *24(a)(1) Consent of Ernst & Young, LLP
 - 24(a)(2) Consent of Ernst & Young, LLP
 - *24(b). Consent of Robinson, Bradshaw & Hinson, P.A. (contained in Exhibit 5)
 - 24(c). Consent of PricewaterhouseCoopers, LLP
 - *25. Powers of Attorney (reference is made to signature page).

*Previously filed.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below appoints Bruce A. Deerson and Roselyn R. Bar, jointly and severally, as his true and lawful attorney-in-fact, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, jointly and severally, full power and authority to do and perform each in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, jointly and severally, or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date -----
/s/ Stephen P. Zelnak, Jr. ----- Stephen P. Zelnak, Jr.	Chairman of the Board, President and Chief Executive Officer	June 7, 1999
/s/ Janice K. Henry ----- Janice K. Henry	Senior Vice President, Chief Financial Officer and Treasurer	June 7, 1999
/s/ Anne H. Lloyd ----- Anne H. Lloyd	Vice President, Controller and Chief Accounting Officer	June 7, 1999
/s/ Richard G. Adamson* ----- Richard G. Adamson	Director	June 7, 1999
/s/ Marcus C. Bennett* ----- Marcus C. Bennett	Director	June 7, 1999
/s/ Bobby F. Leonard* ----- Bobby F. Leonard	Director	June 7, 1999
/s/ Frank H. Menaker, Jr.* ----- Frank H. Menaker, Jr.	Director	June 7, 1999
/s/ William E. McDonald* ----- William E. McDonald	Director	June 7, 1999

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Raleigh, North Carolina.

MARTIN MARIETTA MATERIALS, INC.

Dated: June 7, 1999

By: /s/ Bruce A. Deerson

Bruce A. Deerson
Vice President and General Counsel

INDEX TO EXHIBITS

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CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm and to the use of our report dated January 25, 1999, in Amendment No. 1 to the Registration Statement (Form S-8 No. 333-79039) for the Registration of 5,000,000 shares of its common stock.

Ernst & Young LLP

June 1, 1999

Consent of Independent Accountants

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Martin Marietta Materials, Inc. of our report dated July 30, 1998 relating to the consolidated financial statements of Redland Stone Products Company, which appears in the Current Report on Form 8-K/A of Martin Marietta Materials, Inc. dated February 15, 1999.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Philadelphia, Pennsylvania

June 2, 1999