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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) October 12, 2011

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**Martin Marietta Materials, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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**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))
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**Item 8.01 Other Events.**

On October 12, 2011, the Corporation announced that it has signed a definitive agreement with Lafarge North America Inc. (“Lafarge”) for the exchange of certain assets. Under the terms of the agreement, the Corporation will receive aggregates quarry sites, ready mixed concrete and asphalt plants, and a road paving business in the metropolitan Denver, Colorado region. In exchange, Lafarge will receive properties consisting of quarries and distribution yards operated by Martin Marietta Materials along the Mississippi River and a cash payment. The transaction is anticipated to close within 60 days, subject to regulatory approval.

The Corporation issued a press release on October 12, 2011, announcing the definitive agreement. The press release is filed as Exhibit 99.1 to this Report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release dated October 12, 2011, announcing a definitive agreement for the exchange of assets with Lafarge North America Inc.



**EXHIBIT INDEX**

**Exhibit  
No.**

**Description**

99.1 Press Release dated October 12, 2011, announcing a definitive agreement for the exchange of assets with Lafarge North America Inc.

# Martin Marietta Materials



FOR IMMEDIATE RELEASE

Contact:

Anne Lloyd  
Executive Vice President, Chief Financial Officer and  
Treasurer  
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[www.martinmarietta.com](http://www.martinmarietta.com)

## MARTIN MARIETTA MATERIALS, INC. TO ACQUIRE DENVER OPERATIONS IN ASSET EXCHANGE WITH LAFARGE NORTH AMERICA INC.

RALEIGH, North Carolina (October 12, 2011) – Martin Marietta Materials, Inc. (NYSE:MLM) today announced that it has signed a definitive agreement with Lafarge North America Inc. for the exchange of certain assets. Under the terms of the agreement, Martin Marietta Materials will receive aggregates quarry sites, ready mixed concrete and asphalt plants, and a road paving business in the metropolitan Denver, Colorado, region. In exchange, Lafarge will receive properties consisting of quarries and distribution yards operated by Martin Marietta Materials along the Mississippi River and a cash payment. The transaction is anticipated to close within 60 days, subject to regulatory approval.

Martin Marietta Materials, Inc. is the nation's second largest producer of construction aggregates and a producer of magnesia-based chemicals and dolomitic lime. For more information about Martin Marietta Materials, Inc., refer to the Corporation's website at [www.martinmarietta.com](http://www.martinmarietta.com).

*Investors are cautioned that all statements in this Press Release that relate to the future involve risks and uncertainties, and are based on assumptions that the Corporation believes in good faith are reasonable but which may be materially different from actual results. Factors that the Corporation currently believes could cause actual results to differ materially from the forward-looking statements in this press release include, but are not limited to business and economic conditions and trends in the markets the Corporation serves; the level and timing of federal and state transportation funding; levels of construction spending in the markets the Corporation serves; unfavorable weather conditions; ability to recognize quantifiable savings from internal expansion projects; ability to successfully integrate acquisitions quickly and in a cost-effective manner; fuel costs; transportation costs; competition from new or existing competitors; and other risk factors listed from time to time found in the Corporation's filings with the Securities and Exchange Commission. The Corporation assumes no obligation to update any such forward-looking statements.*

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