SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person [*] Quillen Michael J			Date of Event equiring Staten /onth/Day/Year 2/01/2008	nent	3. Issuer Name and Ticker or Trading Symbol <u>MARTIN MARIETTA MATERIALS INC</u> [MLM]					
	ast) (First) (Middle)					tionship of Reporting Perso all applicable) Director	on(s) to Issuer 10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)	
ONE ALPHA PLACE						Officer (give title below)	Other (spe below)	Ap	6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street) ABINGDON V	A	24212								y One Reporting Person y More than One erson
(City) (Si	itate)	(Zip)								
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)				. Nature of Indirect Beneficial Ownership Instr. 5)	
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Secur Underlying Derivative Secur		ty (Instr. 4) Conver or Exer		e Form:	(Instr. 5)
Explanation of Resp			Date Exercisable	Expiratior Date	n Title		Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)	

No securities are beneficially owned.

Roselyn R. Bar, attorney-in-

02/01/2008

Date

<u>fact</u> ** Signature of Reporting Person

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 5 (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.

MICHAEL J. QUILLEN LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Roselyn R. Bar and M. Guy Brooks, III, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to: prepare, execute, acknowledge, deliver and file Forms 3, 4, and (1)5 (including any amendments thereto) with respect to the securities of Martin Marietta Materials, Inc. a North Carolina corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act"); seek or obtain, as the undersigned's representative and on the (2)undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and perform any and all other acts which in the discretion of such (3) attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing. The undersigned acknowledges that: this Power of Attorney authorizes, but does not require, each such (1)attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information; any documents prepared and/or executed by either such attorney-in-(2) fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable; neither the Company nor either of such attorneys-in-fact assumes (3) (i) any liability for the undersigned's responsibility to comply with the

requirement of the Exchange Act, (ii) any liability to comply with the any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and (4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the

responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act. The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney. This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to each such attorney-in-fact. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of January, 2008.

> /s/ Michael J. Quillen_____ MICHAEL J. QUILLEN

STATE OF VIRGINIA

)

COUNTY OF WASHINGTON)

On this 25th day of January, 2008, Michael J. Quillen personally appeared before me, and acknowledged that he executed the foregoing instrument for the purposes therein contained. IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

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/s/ Sarah H. Fulton_____ Notary Public

My Commission Expires: 07-31-11____