

MARTIN MARIETTA MATERIALS INC

Form 3

May 25, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Â SOUTHEASTERN ASSET  
MANAGEMENT INC/TN/

(Last) (First) (Middle)

6410 POPLAR  
AVENUE,Â SUITE 900

(Street)

MEMPHIS,Â TNÂ 38119

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
05/18/2012

3. Issuer Name and Ticker or Trading Symbol

MARTIN MARIETTA MATERIALS INC [MLM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

6,205,303

I

Voting and/or investment  
discretion per investment  
advisory contracts

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.**

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date

3. Title and Amount of Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect Beneficial Ownership

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| (Month/Day/Year)    | Derivative Security<br>(Instr. 4) | or Exercise<br>Price of<br>Derivative<br>Security | Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | (Instr. 5) |
|---------------------|-----------------------------------|---------------------------------------------------|--------------------------------------------------------------------------------------|------------|
| Date<br>Exercisable | Expiration<br>Date                | Title                                             | Amount or<br>Number of<br>Shares                                                     |            |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

SOUTHEASTERN ASSET MANAGEMENT INC/TN/  
6410 POPLAR AVENUE  
SUITE 900  
MEMPHIS, TN 38119

^ ^ X ^ ^

## Signatures

/s/ Steven P. McBride, Assistant General Counsel, Southeastern Asset  
Management, Inc.

05/25/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).

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### Remarks:

Southeastern Asset Management, Inc. ("Southeastern") does not have a pecuniary interest in the securities

As a result of a conversion from a Schedule 13G to a Schedule 13D filing, Southeastern may now

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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