

MARTIN MARIETTA MATERIALS INC  
 Form 3  
 February 01, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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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 * |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Guzzo Dana F.                           |          | (Month/Day/Year)                     | MARTIN MARIETTA MATERIALS INC [MLM]  |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |          | 01/26/2012                           |  |  |
| 2710 WYCLIFF ROAD                         |          |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   | (Street) |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| RALEIGH,Â NCÂ 27607                       |          |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| (City)                                    | (State)  | (Zip)                                | SVP/Controller/CAO & CIO   |  |

**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                    | 219.25  | I  | by 401(k) Plan  |
| Common Stock                    | 3,380   | D  | Â   |

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 (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|                              | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security  | Direct (D) or Indirect (I) (Instr. 5) |   |
|------------------------------|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Stock Options (Right to Buy) | Â (2)            | 08/17/2014      | Common Stock | 2,000                      | \$ 42.38  | D                                     | Â |
| Stock Options (Right to Buy) | Â (1)            | 05/24/2013      | Common Stock | 927                        | \$ 61.05  | D                                     | Â |
| Stock Options (Right to Buy) | Â (1)            | 05/22/2014      | Common Stock | 1,020                      | \$ 89.02  | D                                     | Â |
| Stock Options (Right to Buy) | Â (1)            | 05/22/2015      | Common Stock | 1,055                      | \$ 151.92 | D                                     | Â |
| Stock Options (Right to Buy) | Â (1)            | 05/28/2016      | Common Stock | 1,244                      | \$ 117.77 | D                                     | Â |
| Stock Options (Right to Buy) | Â (1)            | 05/27/2017      | Common Stock | 1,103                      | \$ 79.79  | D                                     | Â |
| Stock Options (Right to Buy) | Â (1)            | 05/27/2018      | Common Stock | 462                        | \$ 95.27  | D                                     | Â |
| Stock Options (Right to Buy) | Â (1)            | 05/12/2019      | Common Stock | 582                        | \$ 86.9   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Guzzo Dana F.<br>2710 WYCLIFF ROAD<br>RALEIGH, NC 27607 | Â             | Â         | Â SVP/Controller/CAO & CIO | Â     |

## Signatures

/s/ Dana F. Guzzo 01/27/2012

\*\*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).
- (1) 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.
- (2) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options become exercisable in three equal annual installments commencing one year from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.