

MARTIN MARIETTA MATERIALS INC  
 Form 4  
 October 07, 2008

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN 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 \*  
 NNS Holding

2. Issuer Name and Ticker or Trading Symbol  
 MARTIN MARIETTA MATERIALS INC [MLM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/03/2008

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

C/O M&C CORPORATE SERVICES, PO BOX 309GT UGLAND HOUSE, SOUTH CHURCH

(Street)

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

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

GEORGETOWN, E9 E9

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Call Option (right to buy)                 | \$ 134.6775  | 10/03/2008                           |  | J <sup>(2)</sup>               | 1   | 03/25/2009 03/25/2009                                    | Common Stock  | 350,600                       |
| Put Option (obligation to buy)             | \$ 134.6775  | 10/03/2008                           |  | J <sup>(2)</sup>               | 1   | 03/25/2009 03/25/2009                                    | Common Stock  | 350,600                       |
| Call Option (right to buy)                 | \$ 134.6775  | 10/06/2008                           |  | J <sup>(2)</sup>               | 1   | 03/25/2009 03/25/2009                                    | Common Stock  | 199,400                       |
| Put Option (obligation to buy)             | \$ 134.6775  | 10/06/2008                           |  | J <sup>(2)</sup>               | 1   | 03/25/2009 03/25/2009                                    | Common Stock  | 199,400                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| NNS Holding<br>C/O M&C CORPORATE SERVICES<br>PO BOX 309GT UGLAND HOUSE, SOUTH CHURCH<br>GEORGETOWN, E9 E9            |               | X         |         |       |
| Sawiris Nassef<br>C/O M&C CORPORATE SERVICES, PO BOX 309GT<br>UGLAND HOUSE, SOUTH CHURCH STREET<br>GEORGETOWN, E9 E9 |               | X         |         |       |
| Norman Philip<br>C/O M&C CORPORATE SERVICES, PO BOX 309GT<br>UGLAND HOUSE, SOUTH CHURCH STREET<br>GEORGETOWN, E9 E9  |               | X         |         |       |

## Signatures

/s/ Nassef Sawiris, as a director on behalf of NNS Holding

10/07/2008

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\_\_Signature of Reporting Person

Date

/s/ Nassef Sawiris

10/07/2008

\_\_Signature of Reporting Person

Date

/s/ Philip Norman

10/07/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) See attached joint filer information.

On October 3, 2008, NNS Holding partially unwound an existing European-style forward derivative transaction (also called a  
(2) European-style synthetic long or put-call pair combination). Execution of the unwind occurred on October 3 and 6, 2008. As of October 6, 2008, NNS Holding is no longer the beneficial owner of 10% or more of the company's common stock.

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.