

MARTIN MARIETTA MATERIALS INC
 Form 4
 March 20, 2008

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
 03/19/2008

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ 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
 X 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. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Call Option (right to buy)	\$ 131.87	03/19/2008		J ⁽²⁾		1		05/07/2008	05/07/2008	Common Stock	967,897
Put Option (obligation to buy)	\$ 131.87	03/19/2008		J ⁽²⁾		1		05/07/2008	05/07/2008	Common Stock	967,897
Call Option (right to buy)	\$ 133.0148	03/19/2008		J ⁽²⁾		1		09/24/2008	09/24/2008	Common Stock	967,897
Put Option (obligation to buy)	\$ 133.0148	03/19/2008		J ⁽²⁾		1		09/24/2008	09/24/2008	Common Stock	967,897

Reporting Owners

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

Signatures

/s/ Nassef Sawiris 03/20/2008

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__Signature of Reporting Person

Date

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

03/20/2008

__Signature of Reporting Person

Date

/s/ Philip Norman

03/20/2008

__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.

(2) On March 19, 2008, NNS Holding extended the exercise date and increased the exercise price under an existing European-style forward buy transaction (also called a European-style synthetic long or put-call pair combination) with the same counterparty.

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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