

PEREZ LAREE E
Form 4
June 01, 2010

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 *
PEREZ LAREE E

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)
05/27/2010

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

P.O. BOX 332

(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

CORRALES, NM 87048

(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)	Price		
Common Stock ⁽¹⁾	05/27/2010		A	V	299 \$ 76.22		D
Common Stock	05/27/2010		A	V	1,155 \$ 0		D

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

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SEC 1474 (9-02)

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

Table with columns: 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. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5), 10. Derivative Security Underlying the Derivative Security (Instr. 3 and 4), 11. Date Derivative Security Underlying the Derivative Security Expires (Month/Day/Year), 12. Derivative Security Underlying the Derivative Security is Exercisable (Instr. 3 and 4), 13. Derivative Security Underlying the Derivative Security is Antidilutive (Instr. 3 and 4), 14. Derivative Security Underlying the Derivative Security is a Put, Call, Warrant, or Option (Instr. 3 and 4), 15. Derivative Security Underlying the Derivative Security is a Convertible Security (Instr. 3 and 4), 16. Derivative Security Underlying the Derivative Security is a Variable Interest Entity (Instr. 3 and 4), 17. Derivative Security Underlying the Derivative Security is a Variable Interest Entity (Instr. 3 and 4), 18. Derivative Security Underlying the Derivative Security is a Variable Interest Entity (Instr. 3 and 4), 19. Derivative Security Underlying the Derivative Security is a Variable Interest Entity (Instr. 3 and 4), 20. Derivative Security Underlying the Derivative Security is a Variable Interest Entity (Instr. 3 and 4), 21. Derivative Security Underlying the Derivative Security is a Variable Interest Entity (Instr. 3 and 4), 22. Derivative Security Underlying the Derivative Security is a Variable Interest Entity (Instr. 3 and 4), 23. 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Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry: PEREZ LAREE E, P.O. BOX 332, CORRALES, NM 87048, with 'X' under 10% Owner.

Signatures

/s/ Roselyn Bar, attorney-in-fact, 05/28/2010. **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) Common stock units were accrued under the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the "Plan") and are to be settled in stock in a lump sum or in installments not to exceed 10 years commencing on (i) the date the reporting person ceases to be a Non-Employee Director or (ii) the date that is one month and one year following the date the reporting person ceases to be a Non-Employee Director, in accordance with the reporting person's election under the Plan.

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.