### Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

MARTIN M Form 4 May 25, 201	ARIETTA MA	TERIALS	INC								
FORM								OMB AF	PROVAL		
	UNITEL	) STATES	S SECURITIES AND EXCHANGE C Washington, D.C. 20549				OMMISSION	OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 c Form 5 obligation may com <i>See</i> Instr 1(b).	ger 5 16. 5 5 5 5 5 5 5 5 5 5 5 5 5							January 31, 2005 Estimated average burden hours per response 0.5			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> LLOYD ANNE H			2. Issuer Name <b>and</b> Ticker or Trading Symbol MARTIN MARIETTA MATERIALS INC [MLM]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) MARTIN M MATERIA WYCLIFF	LS, INC., 2710	(Middle)	3. Date of Earliest (Month/Day/Year) 05/23/2016	Transaction			Director X Officer (give below) EV		Owner r (specify		
Filed(				If Amendment, Date Original iled(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
RALEIGH,	NC 27607						Person		porting		
(City)	(State)	(Zip)	Table I - Non	-Derivative	Secur	rities Acq	uired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Execution any	ned 3.	4. Secur tion(A) or D (Instr. 3, ) √ Amount	ities Adispose 4 and (A) or	cquired d of (D) 5) Price	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 Indirect Beneficial Ownership (Instr. 4)		
Common Stock	05/23/2016		F	1,160 (1)	D	\$ 188.79	57,201	D			

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

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 Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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# **Reporting Owners**

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
LLOYD ANNE H MARTIN MARIETTA MA 2710 WYCLIFF ROAD RALEIGH, NC 27607	TERIALS, INC.			EVP and CFO				
Signatures								
/s/ Anne H. Lloyd	05/24/2016							

\*\*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) Shares withheld in payment of tax liability upon the vesting of previously reported restricted stock unit awards.

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.