

MARTIN MARIETTA MATERIALS INC
 Form 4
 September 24, 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)
 09/22/2008

___ 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Call Option (right to buy) | \$ 133.0148 | 09/22/2008 | | J ⁽²⁾ | 1 | 09/24/2008 09/24/2008 | Common Stock | 967,897 |
| Put Option (obligation to buy) | \$ 133.0148 | 09/22/2008 | | J ⁽²⁾ | 1 | 09/24/2008 09/24/2008 | Common Stock | 967,897 |
| Call Option (right to buy) | \$ 134.6775 | 09/22/2008 | | J ⁽²⁾ | 1 | 03/25/2009 03/25/2009 | Common Stock | 967,897 |
| Put Option (obligation to buy) | \$ 134.6775 | 09/22/2008 | | J ⁽²⁾ | 1 | 03/25/2009 03/25/2009 | 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, as a director on behalf of NNS Holding

09/24/2008

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__Signature of Reporting Person

Date

/s/ Nassef Sawiris

09/24/2008

__Signature of Reporting Person

Date

/s/ Philip Norman

09/24/2008

__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 September 22, 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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