

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

Amendment No. 2

Martin Marietta Materials, Inc.

(Name of Issuer)

Common Stock

(Title of Class and Securities)

573284106

(CUSIP Number of Class of Securities)

O. Mason Hawkins  
Chairman of the Board and C.E.O.

and

Andrew R. McCarroll  
Vice President & General Counsel

Southeastern Asset Management, Inc.  
6410 Poplar Avenue, Suite 900  
Memphis, TN 38119  
(901) 761-2474

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

March 6, 2013

(Date of Event which Requires  
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of Sections 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box: [X]

CUSIP No. 573284106

13D

(1) NAMES OF REPORTING PERSONS

Southeastern Asset Management, Inc. I.D. No. 62-0951781

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a)  
(b) X

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

00: Funds of investment advisory clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

[ ]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

:(7) SOLE VOTING POWER

: (Discretionary Accounts)

NUMBER OF SHARES BENEFICIALLY

: 2,543,089 shares

OWNED BY EACH REPORTING PERSON  
WITH

: (8) SHARED OR NO VOTING POWER  
:  
: 1,502,332 shares (Shared)  
: 316,700 shares (No Vote)

: (9) SOLE DISPOSITIVE POWER  
(Discretionary Accounts)  
: 2,859,789 shares

: (10) SHARED DISPOSITIVE POWER  
:  
: 1,502,332 shares (Shared)  
: 0 shares (None)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,362,121 shares

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES  
CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
9.5 %

(14) TYPE OF REPORTING PERSON  
IA

CUSIP No. 573284106

13D

(1) NAMES OF REPORTING PERSONS  
O. Mason Hawkins I.D. No. XXX-XX-XXXX

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a)  
(b) X

(3) SEC USE ONLY

(4) SOURCE OF FUNDS  
00: None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Citizen of United States

NUMBER OF SHARES BENEFICIALLY  
OWNED BY EACH REPORTING PERSON  
WITH : (7) SOLE VOTING POWER  
: (Discretionary Accounts)  
: None

: (8) SHARED VOTING POWER

: None

: (9) SOLE DISPOSITIVE POWER

: None

: (10) SHARED DISPOSITIVE POWER

: None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None (See Item 3)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES  
CERTAIN SHARES [ ]

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.0 %

(14) TYPE OF REPORTING PERSON

## Item 5. Interest In Securities Of The Issuer

(a) The aggregate number and percentage of Securities to which this Schedule 13D relates is 4,362,121 shares of the common stock of the Issuer, constituting approximately 9.5% of the 45,882,559 shares outstanding.

|                  | Common<br>Shares<br>Held | % of outstanding<br>Common Shares |
|------------------|--------------------------|-----------------------------------|
| <hr/>            |                          |                                   |
| Voting Authority |                          |                                   |
| Sole:            | 2,543,089                | 5.5%                              |
| Shared:          | 1,502,332*               | 3.3%                              |
| None:            | 316,700                  | 0.7%                              |
| Total            | 4,362,121                | 9.5%                              |

\*Consists of shares owned by Longleaf Partners Small-Cap Fund, a series of Longleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940.

## Dispositive Authority

|         |            |      |
|---------|------------|------|
| Sole:   | 2,859,789  | 6.2% |
| Shared: | 1,502,332* | 3.3% |
| None:   | 0          | 0.0% |
| Total   | 4,362,121  | 9.5% |

\*Consists of shares owned by Longleaf Partners Small-Cap Fund, a series of Longleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940.

(b) Southeastern generally has the sole power to dispose of or to direct the disposition of the Securities held for discretionary accounts of its investment clients, and may be granted the sole power to vote or direct the vote of such Securities; such powers may be retained by or shared with the respective clients for shared or non-discretionary accounts. Shares held by any Series of Longleaf Partners Funds Trust are reported in the "shared" category.

(c) Purchase or sale transactions in the Securities during the past sixty days are disclosed on Schedule II.

(d) The investment advisory clients of Southeastern have the sole right to receive and, subject to notice, to withdraw the proceeds from the sale of the Securities, and the sole power to direct the receipt of dividends from any of the Securities held for their respective accounts. Such clients may also terminate the investment advisory agreements without penalty upon appropriate notice. Southeastern does not have an economic interest in any of the Securities reported herein.

(e) Not applicable.

## Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 8, 2013

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

\_\_\_\_\_  
Andrew R. McCarroll  
Vice President and General Counsel

O. Mason Hawkins, Individually

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Initial Schedule 13D with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Initial Schedule 13D. In evidence thereof, the undersigned hereby execute this Agreement as of March 8, 2013.

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

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Andrew R. McCarroll  
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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SCHEDULE II  
Transactions in the Last Sixty Days

| Transaction Type | Date     | # of Shares | Price per Share* |
|------------------|----------|-------------|------------------|
| Sale             | 01/23/13 | 100         | \$98.66          |
| Sale             | 01/23/13 | 200         | \$98.96          |
| Sale             | 01/23/13 | 1,500       | \$98.56          |
| Sale             | 01/23/13 | 1,600       | \$98.66          |
| Sale             | 01/23/13 | 2,600       | \$98.96          |
| Sale             | 01/23/13 | 21,200      | \$98.56          |
| Sale             | 01/23/13 | 100         | \$98.96          |
| Sale             | 01/23/13 | 700         | \$98.56          |
| Sale             | 01/23/13 | 500         | \$98.66          |
| Sale             | 01/23/13 | 800         | \$98.96          |
| Sale             | 01/23/13 | 7,000       | \$98.56          |
| Sale             | 01/23/13 | 2,100       | \$98.66          |
| Sale             | 01/23/13 | 3,450       | \$98.96          |
| Sale             | 01/23/13 | 27,950      | \$98.56          |
| Sale             | 01/23/13 | 300         | \$98.66          |
| Sale             | 01/23/13 | 500         | \$98.96          |
| Sale             | 01/23/13 | 4,000       | \$98.56          |
| Sale             | 01/23/13 | 100         | \$98.66          |
| Sale             | 01/23/13 | 200         | \$98.96          |
| Sale             | 01/23/13 | 1,600       | \$98.56          |
| Sale             | 01/23/13 | 200         | \$98.66          |
| Sale             | 01/23/13 | 300         | \$98.96          |
| Sale             | 01/23/13 | 2,318       | \$98.56          |
| Sale             | 01/23/13 | 482         | \$98.56          |
| Sale             | 01/31/13 | 17,400      | \$99.06          |
| Sale             | 01/31/13 | 11,591      | \$99.06          |
| Sale             | 01/31/13 | 1,309       | \$99.31          |
| Sale             | 01/31/13 | 1,600       | \$99.31          |
| Sale             | 01/31/13 | 2,515       | \$99.06          |
| Sale             | 01/31/13 | 252         | \$99.31          |
| Sale             | 02/01/13 | 3,829       | \$99.21          |
| Sale             | 02/01/13 | 7,397       | \$99.21          |
| Sale             | 02/01/13 | 2,638       | \$99.82          |
| Sale             | 02/01/13 | 828         | \$98.81          |
| Sale             | 02/01/13 | 15,406      | \$98.55          |
| Sale             | 02/01/13 | 1,802       | \$98.55          |

|      |          |        |         |
|------|----------|--------|---------|
| Sale | 02/01/13 | 974    | \$99.21 |
| Sale | 02/01/13 | 229    | \$99.82 |
| Sale | 02/01/13 | 72     | \$98.81 |
| Sale | 02/01/13 | 1,492  | \$98.55 |
| Sale | 02/04/13 | 12,929 | \$97.72 |
| Sale | 02/04/13 | 571    | \$97.72 |
| Sale | 02/04/13 | 3,990  | \$97.72 |
| Sale | 02/04/13 | 2,387  | \$97.72 |
| Sale | 02/04/13 | 1,840  | \$98.43 |
| Sale | 02/04/13 | 10,183 | \$97.72 |
| Sale | 02/04/13 | 1,723  | \$97.72 |
| Sale | 02/04/13 | 160    | \$98.43 |
| Sale | 02/04/13 | 383    | \$97.72 |
| Sale | 02/04/13 | 500    | \$97.72 |
| Sale | 02/06/13 | 5,778  | \$98.48 |
| Sale | 02/06/13 | 1,000  | \$98.48 |
| Sale | 02/06/13 | 2,722  | \$98.48 |
| Sale | 02/06/13 | 2,800  | \$98.48 |
| Sale | 02/06/13 | 7,500  | \$98.48 |
| Sale | 02/07/13 | 100    | \$98.66 |
| Sale | 02/07/13 | 9,600  | \$97.24 |
| Sale | 02/07/13 | 5,500  | \$97.24 |
| Sale | 02/07/13 | 4,700  | \$97.24 |
| Sale | 02/08/13 | 9,500  | \$98.26 |
| Sale | 02/08/13 | 6,800  | \$98.26 |
| Sale | 02/08/13 | 3,500  | \$98.26 |
| Sale | 02/11/13 | 1,200  | \$98.88 |
| Sale | 02/11/13 | 700    | \$98.88 |
| Sale | 02/11/13 | 900    | \$98.88 |
| Sale | 02/11/13 | 1,400  | \$98.88 |
| Sale | 02/11/13 | 6,300  | \$98.88 |
| Sale | 02/11/13 | 200    | \$98.88 |
| Sale | 02/11/13 | 6,301  | \$98.88 |
| Sale | 02/11/13 | 2,864  | \$98.88 |
| Sale | 02/11/13 | 3,635  | \$98.88 |
| Sale | 02/12/13 | 1,500  | \$98.53 |
| Sale | 02/12/13 | 4,800  | \$98.53 |
| Sale | 02/12/13 | 400    | \$98.53 |
| Sale | 02/12/13 | 3,200  | \$98.53 |
| Sale | 02/12/13 | 1,200  | \$98.53 |
| Sale | 02/12/13 | 2,400  | \$98.53 |
| Sale | 02/13/13 | 2,700  | \$99.32 |
| Sale | 02/13/13 | 3,500  | \$99.32 |
| Sale | 02/13/13 | 200    | \$99.32 |
| Sale | 02/13/13 | 100    | \$99.32 |
| Sale | 02/13/13 | 39,100 | \$99.30 |
| Sale | 02/13/13 | 400    | \$99.30 |
| Sale | 02/13/13 | 100    | \$99.30 |
| Sale | 02/13/13 | 3,700  | \$99.32 |
| Sale | 02/13/13 | 26,100 | \$99.30 |
| Sale | 02/13/13 | 24,600 | \$99.32 |
| Sale | 02/13/13 | 2,900  | \$99.32 |
| Sale | 02/13/13 | 200    | \$99.32 |
| Sale | 02/13/13 | 7,300  | \$99.30 |
| Sale | 02/13/13 | 800    | \$99.30 |
| Sale | 02/13/13 | 300    | \$99.32 |
| Sale | 02/13/13 | 6,900  | \$99.30 |
| Sale | 02/13/13 | 29,300 | \$99.30 |
| Sale | 02/13/13 | 5,000  | \$99.30 |
| Sale | 02/13/13 | 8,800  | \$99.30 |
| Sale | 02/13/13 | 400    | \$99.30 |
| Sale | 02/13/13 | 800    | \$99.30 |
| Sale | 02/14/13 | 200    | \$99.97 |
| Sale | 02/14/13 | 1,000  | \$99.96 |
| Sale | 02/14/13 | 100    | \$99.96 |
| Sale | 02/14/13 | 11,900 | \$99.96 |
| Sale | 02/14/13 | 400    | \$99.96 |
| Sale | 02/14/13 | 4,300  | \$99.96 |
| Sale | 02/14/13 | 1,400  | \$99.96 |
| Sale | 02/14/13 | 19,700 | \$99.96 |
| Sale | 02/14/13 | 700    | \$99.96 |
| Sale | 02/14/13 | 600    | \$99.96 |
| Sale | 02/14/13 | 300    | \$99.96 |
| Sale | 02/14/13 | 500    | \$99.96 |
| Sale | 02/14/13 | 2,900  | \$99.96 |
| Sale | 02/14/13 | 2,100  | \$99.96 |
| Sale | 02/14/13 | 700    | \$99.96 |
| Sale | 02/14/13 | 9,800  | \$99.96 |
| Sale | 02/14/13 | 3,100  | \$99.96 |
| Sale | 02/14/13 | 1,400  | \$99.96 |
| Sale | 02/14/13 | 47,100 | \$99.96 |

|      |          |        |          |
|------|----------|--------|----------|
| Sale | 02/14/13 | 82,500 | \$99.96  |
| Sale | 02/14/13 | 200    | \$99.97  |
| Sale | 02/14/13 | 500    | \$99.96  |
| Sale | 02/14/13 | 100    | \$99.96  |
| Sale | 02/14/13 | 3,100  | \$99.96  |
| Sale | 02/14/13 | 400    | \$99.96  |
| Sale | 02/14/13 | 1,500  | \$99.96  |
| Sale | 02/14/13 | 1,300  | \$99.96  |
| Sale | 02/14/13 | 200    | \$99.97  |
| Sale | 02/14/13 | 3,800  | \$99.96  |
| Sale | 02/14/13 | 1,100  | \$99.96  |
| Sale | 02/14/13 | 1,100  | \$99.96  |
| Sale | 02/14/13 | 800    | \$99.96  |
| Sale | 02/14/13 | 3,000  | \$99.96  |
| Sale | 02/14/13 | 14,100 | \$99.96  |
| Sale | 02/14/13 | 10,200 | \$99.96  |
| Sale | 02/14/13 | 3,700  | \$99.96  |
| Sale | 02/14/13 | 6,200  | \$99.96  |
| Sale | 02/14/13 | 700    | \$99.96  |
| Sale | 02/14/13 | 200    | \$99.97  |
| Sale | 02/14/13 | 700    | \$99.96  |
| Sale | 02/14/13 | 105    | \$99.96  |
| Sale | 02/14/13 | 295    | \$99.96  |
| Sale | 02/14/13 | 600    | \$99.96  |
| Sale | 02/14/13 | 100    | \$99.96  |
| Sale | 02/14/13 | 300    | \$99.96  |
| Sale | 03/08/13 | 1,200  | \$104.73 |
| Sale | 03/08/13 | 1,800  | \$104.73 |
| Sale | 03/08/13 | 4,000  | \$104.73 |
| Sale | 03/08/13 | 4,508  | \$104.77 |
| Sale | 03/08/13 | 842    | \$104.77 |
| Sale | 03/08/13 | 120    | \$104.77 |
| Sale | 03/08/13 | 1,530  | \$104.77 |
| Sale | 03/08/13 | 1,000  | \$104.83 |
| Sale | 03/08/13 | 1,719  | \$104.73 |
| Sale | 03/08/13 | 40,481 | \$104.73 |
| Sale | 03/08/13 | 47,400 | \$104.77 |
| Sale | 03/08/13 | 20,900 | \$104.73 |
| Sale | 03/08/13 | 19,100 | \$104.73 |
| Sale | 03/08/13 | 10,625 | \$104.77 |
| Sale | 03/08/13 | 31,275 | \$104.77 |
| Sale | 03/08/13 | 1,000  | \$104.83 |
| Sale | 03/08/13 | 97,500 | \$104.73 |
| Sale | 03/08/13 | 1,100  | \$104.73 |
| Sale | 03/08/13 | 9,189  | \$104.73 |
| Sale | 03/08/13 | 28,514 | \$104.73 |
| Sale | 03/08/13 | 3,697  | \$104.73 |
| Sale | 03/08/13 | 89,201 | \$104.77 |
| Sale | 03/08/13 | 51,996 | \$104.77 |
| Sale | 03/08/13 | 14,803 | \$104.77 |
| Sale | 03/08/13 | 5,668  | \$104.83 |
| Sale | 03/08/13 | 500    | \$104.73 |
| Sale | 03/08/13 | 1,000  | \$104.77 |
| Sale | 03/08/13 | 8,551  | \$104.73 |
| Sale | 03/08/13 | 1,449  | \$104.73 |
| Sale | 03/08/13 | 10,800 | \$104.77 |
| Sale | 03/08/13 | 5,000  | \$104.73 |
| Sale | 03/08/13 | 1,600  | \$104.77 |
| Sale | 03/08/13 | 800    | \$104.77 |
| Sale | 03/08/13 | 1,300  | \$104.77 |
| Sale | 03/08/13 | 1,900  | \$104.77 |
| Sale | 03/08/13 | 1,000  | \$104.83 |
| Sale | 03/08/13 | 4,700  | \$104.73 |
| Sale | 03/08/13 | 300    | \$104.73 |
| Sale | 03/08/13 | 5,000  | \$104.77 |
| Sale | 03/08/13 | 3,000  | \$104.73 |
| Sale | 03/08/13 | 3,000  | \$104.77 |
| Sale | 03/08/13 | 1,000  | \$104.83 |
| Sale | 03/08/13 | 11,600 | \$104.73 |
| Sale | 03/08/13 | 30,400 | \$104.73 |
| Sale | 03/08/13 | 47,500 | \$104.77 |
| Sale | 03/08/13 | 1,000  | \$104.83 |
| Sale | 03/08/13 | 30,000 | \$104.73 |
| Sale | 03/08/13 | 11,286 | \$104.77 |
| Sale | 03/08/13 | 20,714 | \$104.77 |
| Sale | 03/08/13 | 1,000  | \$104.83 |
| Sale | 03/08/13 | 9,628  | \$104.73 |
| Sale | 03/08/13 | 2,872  | \$104.73 |
| Sale | 03/08/13 | 4,502  | \$104.77 |
| Sale | 03/08/13 | 1,055  | \$104.77 |
| Sale | 03/08/13 | 6,943  | \$104.77 |

|      |          |        |          |
|------|----------|--------|----------|
| Sale | 03/08/13 | 4,500  | \$104.73 |
| Sale | 03/08/13 | 3,000  | \$104.77 |
| Sale | 03/08/13 | 2,000  | \$104.77 |
| Sale | 03/08/13 | 1,000  | \$104.83 |
| Sale | 03/08/13 | 2,400  | \$104.77 |
| Sale | 03/08/13 | 400    | \$104.77 |
| Sale | 03/08/13 | 3,500  | \$104.77 |
| Sale | 03/08/13 | 12,300 | \$104.73 |
| Sale | 03/08/13 | 7,000  | \$104.73 |
| Sale | 03/08/13 | 19,000 | \$104.77 |
| Sale | 03/08/13 | 1,000  | \$104.83 |

Sales by Southeastern clients in the ordinary course of business on the New York Stock Exchange or through Electronic Communication Networks (ECNs). In addition to the above transactions, on January 28, 2013 and March 6, 2013, clients of Southeastern terminating their advisory relationship removed 5,700 and 7,900 shares from Southeastern's discretion.

\* Net of commissions

1

SCHEDULE 13D - Martin Marietta Materials, Inc. ("Issuer")

2