

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SCULLY JOHN H</u> (Last) (First) (Middle) <u>591 REDWOOD HIGHWAY, SUITE 3215</u> (Street) <u>MILL VALLEY CA 94941</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARTIN MARIETTA MATERIALS INC [MLM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2010</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/30/2010		J		0	D	\$0	0 ⁽¹⁾⁽⁵⁾	I	See Footnotes
Common Stock	11/30/2010		S		0	D	\$0	0 ⁽²⁾⁽³⁾⁽⁴⁾	I	See Footnotes

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. 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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
SCULLY JOHN H
 (Last) (First) (Middle)
591 REDWOOD HIGHWAY, SUITE 3215
 (Street)
MILL VALLEY CA 94941
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
CRANBERRY LAKE PARTNERS LP
 (Last) (First) (Middle)
591 REDWOOD HIGHWAY, SUITE 3215
 (Street)
MILL VALLEY CA 94941
 (City) (State) (Zip)

Explanation of Responses:

1. As part of an internal restructuring (the "Restructuring") that occurred on November 30, 2010, Cranberry Lake Partners, L.P. ("CLP"), a limited partner in each of SPO Advisory Partners, L.P. ("SPO Advisory") and SF Advisory Partners, L.P. ("SF Advisory"), which in turn are the general partners respectively of SPO Partners II, L.P. ("SPO Partners") and San Francisco Partners, L.P. ("SF Partners"), dissolved and distributed its assets pro rata to its partners, including John H. Scully ("JHS"). Each of SPO Partners and SF Partners directly owns shares of the issuer's common stock. The pecuniary interest of JHS in the issuer will not change as a result of the Restructuring.

2. Immediately following the Restructuring, JHS sold his interest in each of SPO Advisory and SF Advisory received in the Restructuring to a third party (the "Sale"). Each of SPO Advisory and SF Advisory may be deemed to indirectly own shares of the issuer's common stock owned directly by SPO Partners and SF Partners, respectively. Following the above-mentioned transactions, 5,194,435 shares of the

issuer's common stock are owned directly by SPO Partners, and may be deemed to be indirectly beneficially owned by (i) SPO Advisory, the sole general partner of SPO Partners, (ii) SPO Advisory Corp. ("SPO Corp."), the sole general partner of SPO Advisory, and (iii) JHS, William E. Oberndorf ("WEO") and Edward H. McDermott ("EHM"), the three controlling persons of SPO Corp.

3. Additionally, following the above-mentioned transactions, 186,800 shares of the issuer's common stock are owned directly by SF Partners, and may be deemed to be indirectly beneficially owned by (i) SF Advisory, the sole general partner of SF Partners, (ii) SPO Corp., the sole general partner of SF Advisory and (iii) JHS, WEO and EHM, the three controlling persons of SPO Corp. No separate consideration was received in the Sale in respect of the shares of common stock of the issuer owned by SPO Partners and SF Partners.

4. Additionally, following the above-mentioned transactions, 1,400 shares of the issuer's common stock are held in the JHS Individual Retirement Account, which is self-directed.

5. In prior SPO filings, William J. Patterson and the Elizabeth R. and William J. Patterson Foundation are listed as "Reporting Persons". William J. Patterson passed away on September 24, 2010. As a result, Mr. Patterson and the Elizabeth R. and William J. Patterson Foundation are no longer "Reporting Persons" with respect to shares of common stock of the issuer.

Remarks:

The individuals and entities listed in the notes above may be deemed to form a "group", as such term is defined in Rule 13d-5(b)(1) promulgated under the Securities Exchange Act of 1934, with respect to shares of the issuer's common stock. This filing shall not be deemed as an admission by any Reporting Person that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this statement. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest, if any, therein.

Kim M. Silva, Attorney-in-fact 12/02/2010

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.