

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MARTIN MARIETTA MATERIALS, INC.
(Exact name of registrant as specified in its charter)

NORTH CAROLINA

(State or other jurisdiction of
incorporation or organization)

56-1848578
(I.R.S. Employer
Identification No.)

2710 WYCLIFF ROAD
RALEIGH, NORTH CAROLINA 27607
(919) 781-4550

(Address, including zip code and telephone number, including
area code, of registrant's principal executive offices)

BRUCE A. DEERSON
VICE PRESIDENT AND GENERAL COUNSEL
MARTIN MARIETTA MATERIALS, INC.
2710 WYCLIFF ROAD
RALEIGH, NORTH CAROLINA 27607
(919) 781-4550

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

with copies to:

MICHAEL A. SCHWARTZ
WILLKIE FARR & GALLAGHER
787 SEVENTH AVENUE
NEW YORK, NEW YORK 10019-6099
(212) 728-8000

STEPHEN M. LYNCH
ROBINSON, BRADSHAW & HINSON, P.A.
101 NORTH TRYON STREET
SUITE 1900
CHARLOTTE, NORTH CAROLINA 28246
(704) 377-2536

Approximate date of commencement of proposed sale to the public: From
time to time after the effective date of this Registration Statement as
determined by market conditions.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box: []

If any of the securities being registered on this Form are to be
offered on a delayed or continuous basis pursuant to Rule 415 under the
Securities Act of 1933, other than securities offered only in connection with
dividend or interest reinvestment plans, check the following box: []

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. [] _____

If this Form is a post-effective amendment filed pursuant to Rule
462(c) under the Securities Act, check the following box and list the Securities
Act registration statement number of the earlier effective registration
statement for the same offering. [] _____

If delivery of the prospectus is expected to be made pursuant to Rule
434, please check the following box. []

DEREGISTRATION OF UNISSUED DEBT SECURITIES

Pursuant to this Post-Effective Amendment No. 1 to its Registration Statement on Form S-3 (file No. 33-99082) filed with the Securities and Exchange Commission on November 30, 1995, as supplemented by a Prospectus Supplement filed with the Securities and Exchange Commission on August 4, 1997 (together, the "Registration Statement"), Martin Marietta Materials, Inc. (the "Registrant") deregisters up to \$50,000,000 aggregate principal amount of the Registrant's debt securities that were previously registered pursuant to Rule 415 under the Securities Act of 1933. The debt securities being deregistered were not sold by the Registrant in the period during which the Registrant agreed to keep the Registration Statement effective.

In accordance with the undertakings contained in Part II of the Registration Statement, the Registrant hereby removes from registration all of the debt securities in the principal amount of \$50,000,000 that remain unsold.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable ground to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Raleigh, North Carolina, on December 17, 1999.

MARTIN MARIETTA MATERIALS, INC.

By: /s/ Bruce A. Deerson

Vice President and General Counsel

Pursuant to the requirement of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed on December 17, 1999 by the following persons in the capacities indicated.

Signature -----	Title -----	Date ----
/s/ Stephen P. Zelnak, Jr. ----- Stephen P. Zelnak, Jr.	Chairman of the Board, President and Chief Executive Officer	December 17, 1999
/s/ Janice K. Henry ----- Janice K. Henry	Senior Vice President, Chief Financial Officer and Treasurer	December 17, 1999
/s/ Anne H. Lloyd ----- Anne H. Lloyd	Vice President, Controller and Chief Accounting Officer	December 17, 1999

Signature -----	Title -----	Date -----
/s/ Richard G. Adamson* ----- Richard G. Adamson	Director	December 17, 1999
/s/ Marcus C. Bennett* ----- Marcus C. Bennett	Director	December 17, 1999
/s/ Bobby F. Leonard* ----- Bobby F. Leonard	Director	December 17, 1999
/s/ Frank H. Menaker, Jr.* ----- Frank H. Menaker, Jr.	Director	December 17, 1999
/s/ William E. McDonald* ----- William E. McDonald	Director	December 17, 1999
/s/ James M. Reed* ----- James M. Reed	Director	December 17, 1999
/s/ William B. Sansom* ----- William B. Sansom	Director	December 17, 1999
/s/ Richard A. Vinroot* ----- Richard A. Vinroot	Director	December 17, 1999

*By Power of Attorney

/s/ Roselyn R. Bar

Roselyn R. Bar
Attorney-in-fact