SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported) May 28, 1997

MARTIN MARIETTA MATERIALS, INC.

(Exact name of registrant as specified in its charter)

North Carolina	1-12744	56-1848578
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

2710 Wycliff Road, Raleigh, NC 27607-3033

(Address of principal executive offices)

Registrant's telephone number, including area code 919-781-4550

Not Applicable

Former name or former address, if changes since last report.

Exhibit Index is on Page 3

Item 5. Other Events

The purpose of this Current Report of Form 8-K/A is to file the audited financial statements for American Aggregates Corporation and subsidiary ("American Aggregates") as of March 31, 1997 and 1996, and for the two years then ended, and the unaudited pro forma combined condensed financial statements and related notes thereto, both of which are in connection with the Registrant's acquisition in May 1997 of all the issued and outstanding shares of capital stock of American Aggregates and certain other assets of CSR America, Inc. This information serves to: (i) comply with the requirements of Rule 3-05 and Article 11 of Regulation S-X; and (ii) provide the required financial statements and pro forma financial information of the business acquired amending the Current Report on Form 8-K, dated May 28, 1997, which was filed with the Securities and Exchange Commission on June 12, 1997.

Item 7. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

American Aggregates Corporation and subsidiary Financial Statements for the Years Ended March 31, 1997 and 1996 and Independent Auditors' Report

(b) Pro Forma Financial Information

Unaudited Pro Forma Combined Condensed Financial Statements
Notes to Unaudited Pro Forma Combined Condensed Financial Statements

(c) Exhibits

Exhibit 23.0 Consent of Independent Auditors

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf of the undersigned hereunto duly authorized.

MARTIN MARIETTA MATERIALS, INC.
(Registrant)

Date: August 4, 1997

By: /s/ Janice K. Henry

Janice K. Henry
Vice President, Chief Financial Officer and Treasurer

MARTIN MARIETTA MATERIALS, INC.

FORM 8-K/A
CURRENT REPORT

EXHIBIT INDEX

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Item 7(a)

AMERICAN AGGREGATES CORPORATION AND SUBSIDIARY

FINANCIAL STATEMENTS FOR THE YEARS ENDED MARCH 31, 1997 AND 1996 AND
INDEPENDENT AUDITORS' REPORT

INDEPENDENT AUDITORS' REPORT

Board of Directors and Stockholder
American Aggregates Corporation:

We have audited the accompanying consolidated balance sheets of American Aggregates Corporation (a wholly-owned subsidiary of CSR America, Inc., which is a wholly-owned subsidiary of CSR Ltd, an Australian company) and subsidiary (collectively, the "Company") as of March 31, 1997 and 1996, and the related consolidated statements of earnings, shareholder's equity and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of American Aggregates Corporation and subsidiary at March 31, 1997 and 1996, and the results of their operations and their cash flows for the years then ended in conformity with generally accepted accounting principles.

Deloitte & Touche LLP

Dayton, Ohio
June 6, 1997

AMERICAN AGGREGATES CORPORATION AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS
MARCH 31, 1997 AND 1996

(in thousands except share and per share amounts)

ASSETS	1997	1996
CURRENT ASSETS:		
Cash	$ 8,717	$ 961
Accounts receivable - trade (less allowance for doubtful accounts of $539 and $601 in 1997 and 1996, respectively)	9,825	8,369
Inventories (Note B)	17,745	18,454
Deferred tax asset (Note D)	1,285	1,107
Other current assets	373	619
Total Current Assets	37,945	29,510
PROPERTY, PLANT AND EQUIPMENT, NET (NOTE C)	235,926	242,710
GOODWILL AND OTHER INTANGIBLE ASSETS, NET OF ACCUMULATED AMORTIZATION	60,429	65,071
OTHER NONCURRENT ASSETS	2,454	2,978
Total Assets	$336,754	$340,269

See notes to consolidated financial statements.

LIABILITIES AND SHAREHOLDER'S EQUITY	1997	1996
CURRENT LIABILITIES:		
Accounts payable	$ 10,513	$ 8,854
Accrued salaries, benefits and payroll taxes	4,746	3,445
Accrued taxes other than income	2,090	1,633
Accrued other	2,199	2,198
Income taxes payable (Note A and D)	7,678	6,146
Total Current Liabilities	27,226	22,276
OTHER NONCURRENT LIABILITIES (NOTE E)	2,209	3,469
COMMITMENTS AND CONTINGENCIES (NOTE I)		
DEFERRED INCOME TAXES (NOTE D)	71,229	73,152
SHAREHOLDER'S EQUITY (NOTE G):		
Common stock, $.01 par value - authorized, issued and outstanding 1,000 shares		
Additional paid-in capital	240,298	249,231
Accumulated deficit	(3,958)	(7,523)
Minimum pension liability	(250)	(336)
Total Shareholder's Equity	236,090	241,372
Total Liabilities and Shareholder's Equity	$ 336,754	$ 340,269

See notes to consolidated financial statements.

AMERICAN AGGREGATES CORPORATION AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF EARNINGS
YEARS ENDED MARCH 31, 1997 AND 1996

(in thousands)

	1997	1996
Net sales	$146,355	$127,383
Cost of sales	113,594	100,172
Gross profit	32,761	27,211
Selling, general and administrative expenses	24,549	23,562
Earnings from operations	8,212	3,649
Other income (expenses), net	891	1,768
Earnings before taxes on income	9,103	5,417
Taxes on income	5,538	3,984
Net earnings	$ 3,565	$ 1,433

See notes to consolidated financial statements.

AMERICAN AGGREGATES CORPORATION AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF SHAREHOLDER'S EQUITY
YEARS ENDED MARCH 31, 1997 AND 1996

(in thousands)

	ADDITIONAL PAID-IN CAPITAL	ACCUMULATED DEFICIT	MINIMUM PENSION LIABILITY
BALANCE AT MARCH 31, 1995	$ 271,838	$(8,956)	$ (322)
Transactions with parent	(22,607)		
Net earnings		1,433	
Minimum pension liability			(14)
BALANCE AT MARCH 31, 1996	249,231	(7,523)	(336)
Transactions with parent	(8,933)		
Net earnings		3,565	
Minimum pension liability			86
BALANCE AT MARCH 31, 1997	$ 240,298	$(3,958)	$ (250)

See notes to consolidated financial statements.

AMERICAN AGGREGATES CORPORATION AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED MARCH 31, 1997 AND 1996

(in thousands)

	1997	1996
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	$ 3,565	$ 1,433
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation, depletion and amortization	20,087	18,436
(Gain) loss on disposal of property, plant and equipment	1,035	(1,007)
Changes in operating assets and liabilities:		
Accounts receivable	(1,456)	1,447
Inventories	709	5,074
Deferred income taxes	(2,101)	(2,758)
Other assets	770	3,345
Accounts payable	1,659	4,653
Accrued expenses	1,759	(1,044)
Income taxes payable	1,532	6,835
Other liabilities	(1,260)	736
Net Cash Provided by Operating Activities	26,299	37,150
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to property, plant and equipment	(10,927)	(17,100)
Proceeds from sale of property, plant and equipment	1,231	1,751
Other investing activities	86	(14)
Net Cash Used in Investing Activities	(9,610)	(15,363)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Transactions with parent	(8,933)	(22,607)
Other financing activities		1,572
Net Cash Used in Financing Activities	(8,933)	(21,035)
INCREASE IN CASH AND CASH EQUIVALENTS	7,756	752
Cash and Cash Equivalents, beginning of year	961	209
Cash and Cash Equivalents, end of year	$ 8,717	$ 961

See notes to consolidated financial statements.

AMERICAN AGGREGATES CORPORATION AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED MARCH 31, 1997 AND 1996

A. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

OPERATIONS - American Aggregates Corporation and subsidiary (the "Company") is a producer of crushed stone, sand and gravel to be used in the construction market. Production facilities are located throughout Ohio and Indiana.

BASIS OF PRESENTATION - The Company is a wholly-owned subsidiary of CSR America, Inc. ("CSRA"), which is a wholly-owned subsidiary of CSR Ltd, an Australian company. These consolidated financial statements include the accounts of the Company only and all significant intercompany accounts are eliminated. All significant intercompany accounts and transactions with CSRA are included in additional paid-in capital. These financial statements may not necessarily be representative of results that would have been attained if the Company had operated as a separate consolidated entity.

MANAGEMENT ESTIMATES - The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

INVENTORIES are valued at the lower of cost (last-in, first-out) or market. The Company defers costs directly attributable to stripping the ground to expose the aggregate underneath. Such costs are amortized by the units-of-production method over the estimated reserves for the area stripped.

PROPERTY, PLANT AND EQUIPMENT is depreciated using the straight-line method over the estimated useful life of the assets, ranging from six to twenty years. Depletion of quarry reserves is calculated over estimated recoverable quantities principally by the units-of-production method. The rates used to determine depletion are based on projected quantities of reserves available for mining and are calculated annually.

GOODWILL AND OTHER INTANGIBLE ASSETS represent costs in excess of net assets acquired and amounts assigned to patents and trademarks. Goodwill is amortized over a period of 20 years using the straight-line method. Amounts assigned to patents and trademarks are amortized ratably over periods based on related contractual terms. At March 31, 1997 and 1996, the amounts for accumulated amortization of goodwill and other intangible assets were approximately $24,298,000 and $19,791,000, respectively.

The carrying values of goodwill and other intangible assets are reviewed if the facts and circumstances indicate potential impairment of their carrying value. Any impairment in the carrying value of such intangibles is recorded when identified.

INCOME TAXES - The results of operations of the Company are included in a consolidated federal income tax return with CSRA. Income taxes allocable to the operations of the Company are calculated as if it had filed separate income tax returns. The income taxes payable amount is payable to CSRA.

B. INVENTORIES

(in thousands)

	1997	1996
Finished products	$12,109	$12,467
Stripping costs	5,636	5,987
Total	$17,745	$18,454

For purposes of comparison to non-LIFO companies, inventories valued at current replacement cost would have been $2,900,000 and $1,800,000 higher than reported at March 31, 1997 and 1996, respectively.

C. PROPERTY, PLANT AND EQUIPMENT

(in thousands)

	1997	1996
Land and improvements	$ 25,546	$ 27,035
Quarry reserves	174,524	174,903
Buildings	5,841	4,687
Machinery and equipment	102,464	92,722
Construction in progress	4,816	6,313
	313,191	305,660
Less accumulated depletion, depreciation and amortization	(77,265)	(62,950)
Total	$ 235,926	$ 242,710

D. INCOME TAXES

The significant components of income tax expense are as follows:

(in thousands)

	1997	1996
Currently payable:		
Federal	$ 6,043	$ 5,284
State and local	1,657	1,447
	7,700	6,731
Change in deferred income taxes	(2,101)	(2,758)
Total income tax	5,599	3,973
Allocation to equity	(61)	11
Net income tax expense	$ 5,538	$ 3,984

The Company's effective income tax rate varied from the statutory United States income tax rate as follows:

(in thousands)

	1997	1996
Federal taxes computed at statutory rate of 35%	$ 3,186	$ 1,896
State and local income taxes, net of federal benefit	518	308
Percentage depletion	(74)	(182)
Goodwill amortization	1,808	1,808
Other items	100	154
	$ 5,538	$ 3,984

The principal deferred tax assets and liabilities are as follows:

(in thousands)

	1997	1996
Deferred tax assets:		
Loss provisions and other expenses not currently deductible	$ 1,696	$ 1,494
Allowance for doubtful accounts	219	244
	1,915	1,738
Deferred tax liabilities:		
Difference in basis of fixed assets	(67,779)	(69,492)
Installment sales	(135)	(516)
Stripping costs	(3,113)	(3,094)
Other	(832)	(681)
	(71,859)	(73,783)
Net deferred tax liability	$(69,944)	$(72,045)
The net deferred tax liability is classified as follows:		
Current asset	$ 1,285	$ 1,107
Noncurrent liability	(71,229)	(73,152)
	$(69,944)	$(72,045)

E. RETIREMENT PLANS

The Company sponsors two pension plans that cover substantially all hourly employees. Pension benefits for hourly employees are provided by an hourly and a non-contributory plan and are primarily based upon years of credited service. Certain hourly employees are participants in multi-employer pension plans negotiated in collective bargaining agreements. Benefits for salaried employees are provided through a plan that is maintained by the Company's parent and are based upon years of service, annual profit sharing contribution and/or the employee's average final earnings. CSRA allocated costs to the Company related to its share of pension expense for salaried employees. The Company's funding policy is to contribute amounts to the plans sufficient to meet or exceed the minimum requirements of the Employee Retirement Income Security Act.

Summary information on the Company's hourly and non-contributory plans is as follows:

(in thousands)

	1997	1996
Financial status of plans:		
Plan assets at fair value (primarily common stocks, real estate and fixed income securities)	$ 7,172	$ 6,825
Actuarial present value of accumulated benefit obligation:		
Vested	(8,074)	(7,816)
Non-vested	(16)	(226)
Projected benefit obligation	(8,090)	(8,042)
Projected benefit obligation in excess of plan assets	(918)	(1,217)
Reconciliation of financial status of plans to amounts recorded in the Company's balance sheets:		
Unamortized plan liabilities in excess of plan assets at transition date	300	325
Unrecorded effect of net loss arising from differences between actuarial assumptions used to determine periodic pension expense and actual experience	301	570
Unamortized prior service cost	1,107	1,094
Additional minimum liability	(1,708)	(1,989)
Accrued pension liability	($ 918)	($1,217)
Benefit obligation discount rate	7.5%	7.5%

The components of net pension expense for the hourly and non-contributory plans are as follows:

(in thousands)

	1997	1996
Service cost, benefits earned during the year	$ 148	$ 115
Interest cost on projected benefit obligation	585	569
Actual return on plan assets	(703)	(910)
Net amortization and deferral	236	478
Net pension expense	$ 266	$ 252

The expected long-term rate of return on plan assets used in determining net pension expense was 9% in 1997 and 1996.

The Company was allocated $42,000 and $288,000 of pension expense related to the salaried plan for the years ended March 31, 1997 and 1996, respectively. The Company recorded $341,000 and $457,000 of pension expense related to multi-employer plans for the years ended March 31, 1997 and 1996, respectively.

F. OPERATING LEASES

The Company has operating leases for manufacturing equipment, office facilities and vehicles and royalty commitments for leased properties. Total rent expense for all operating leases was $239,000 and $247,000 for the years ended March 31, 1997 and 1996, respectively. Total mineral royalties for all leased properties were $1,358,000 and $1,466,000 for the years ended March 31, 1997 and 1996, respectively. Future minimum rental and royalty commitments for all noncancellable operating leases and royalty agreements as of March 31, 1997, are as follows:

(in thousands)

1998	$1,499
1999	738
2000	467
2001	375
2002	195
Later years	612

Total	$3,886
	======

G. RELATED PARTY TRANSACTIONS

All of the Company's financing requirements are provided by CSRA. The Company's financial statements do not include any long-term debt or interest expense because the Company has not guaranteed the debt nor pledged any of its assets against the debt. CSRA has allocated to the Company costs related to pensions, data processing and other corporate overhead of $1,641,000 and $836,000 in 1997 and 1996, respectively, which are included in selling, general and administrative expenses.

H. CONTINGENCIES

The Company is engaged in certain legal and administrative proceedings incidental to its normal business activities including environmental matters. It is not possible to determine the ultimate liability, if any, in these matters. The Company has established reserves of approximately $1,000,000 relating to environmental liabilities which it believes are probable and reasonably estimable. The Company believes that it is reasonably possible that costs associated with these sites may exceed current reserves. In the opinion of management, after consultation with legal counsel and after considering established reserves, the resolution of pending litigation and proceedings is not expected to have a material effect on the financial condition, results of operations or liquidity of the Company.

I. SUBSEQUENT EVENT

On May 28, 1997, Martin Marietta Materials, Inc. purchased all of the outstanding stock of the Company.

* * * * * *

Item 7(b)

UNAUDITED PRO FORMA
COMBINED CONDENSED FINANCIAL STATEMENTS

The following unaudited pro forma combined condensed financial statements have been prepared by the management of Martin Marietta Materials, Inc. (the "Corporation") from its historical consolidated financial statements and from the historical financial statements of American Aggregates Corporation and subsidiary ("American Aggregates") which are included in this Current Report on Form 8-K/A. The unaudited pro forma combined condensed statements of earnings reflect adjustments as if the transaction had occurred on January 1, 1996. The unaudited pro forma combined condensed balance sheet reflects adjustments as if the transaction had occurred on March 31, 1997. See "Note 1 - Basis of Presentation." The pro forma adjustments described in the accompanying notes are based upon preliminary estimates and certain assumptions that management of the Corporation believes are reasonable in the circumstances.

The unaudited pro forma combined condensed financial statements are not necessarily indicative of what the financial position or results of operations actually would have been if the transaction had occurred on the applicable dates indicated. Moreover, they are not intended to be indicative of future results of operations or financial position. The unaudited pro forma combined condensed financial statements should be read in conjunction with the historical consolidated financial statements of the Corporation and the related notes thereto which are included in the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997, which was filed with the Securities and Exchange Commission (the "Commission") on May 14, 1997, and in the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 1996, which was filed with the Commission on March 25, 1997. The unaudited pro forma combined condensed financial statements should be read in conjunction with the historical financial statements of American Aggregates which are included in this Current Report on Form 8-K/A.

UNAUDITED PRO FORMA COMBINED

CONDENSED STATEMENT OF EARNINGS
(Dollars in Thousands, except Per Share Amounts)

	For The Three Months Ended March 31, 1997			
	Martin Marietta	American Aggregates	Pro Forma Adjustments	Pro Forma Combined
Net sales	$158,163	$ 17,279	$ (1,541)(2d)	$173,901
Cost of sales	128,019	19,615	585 (2d) (617)(2f) 803 (2g)	148,405
Gross profit (loss)	30,144	(2,336)	(2,312)	25,496
Selling, general & administrative expense	15,299	5,759	(3,483)(2d)	17,575
Research and development	492	--	--	492
Earnings (loss) from operations	14,353	(8,095)	1,171	7,429
Interest expense	(2,201)	--	4,172 (2e)	(6,373)
Other income and (expenses), net	1,469	192	-- (2d)	1,661
Earnings (loss) before taxes on income	13,621	(7,903)	(3,001)	2,717
Income tax (expense) benefit	(4,714)	4,836	1,200 (2h)	1,322
Net earnings (loss)	$ 8,907	$ (3,067)	$ (1,801)	$ 4,039
Earnings per share	$ 0.19	N/A		$ 0.09
Average number of common shares outstanding	46,079,530	N/A		46,079,530

See accompanying notes.

UNAUDITED PRO FORMA COMBINED

CONDENSED STATEMENT OF EARNINGS
(Dollars in Thousands, except Per Share Amounts)

	For The Year Ended December 31, 1996			
	Martin Marietta	American Aggregates	Pro Forma Adjustments	Pro Forma Combined
Net sales	$ 721,947	$ 146,355	$(11,098)(2d)	$ 857,204
Cost of sales	539,437	113,594	(2,451)(2d) (2,467)(2f) 3,211 (2g)	651,324
Gross Profit	182,510	32,761	(9,391)	205,880
Selling, general & administrative expense	59,937	24,549	(13,982)(2d)	70,504
Research and development	1,897	--	--	1,897
Earnings from operations	120,676	8,212	4,591	133,479
Interest expense	(10,121)	--	16,921 (2e)	(27,042)
Other income and (expenses), net	8,398	891	-- (2d)	9,289
Earnings before taxes on income	118,953	9,103	(12,330)	115,726
Income tax expense	40,325	5,538	(4,932)(2h)	40,931
Net earnings	$ 78,628	$ 3,565	$ (7,398)	$ 74,795
Earnings per share	$1.71	N/A		$ 1.62
Average number of common shares outstanding	46,079,300	N/A		46,079,300

UNAUDITED PRO FORMA COMBINED

CONDENSED BALANCE SHEET
(Dollars in Thousands)

	March 31, 1997			
	Martin Marietta	American Aggregates	Pro Forma Adjustments	Pro Forma Combined
ASSETS				
Current Assets:				
Cash and cash equivalents	$ 8,424	$ 8,717	$ (8,717)(2a)	$ 8,424
Accounts receivable, net	108,458	9,825	--	118,283
Inventories, net	118,281	17,745	4,664 (2c)	140,690
Deferred income tax benefit	15,627	1,285	(1,285)(2a)	15,627
Other current assets	6,692	373	(335)(2a)	6,730
Total Current Assets	257,482	37,945	(5,673)	289,754
Property, plant and equipment, net	413,045	235,926	(70,867)(2c)	578,104
Other noncurrent assets	27,871	2,406	(2,016)(2c)	28,261
Cost in excess of net assets acquired	40,571	60,429	(60,429)(2a) 96,355 (2c)	136,926
Intangible assets, net	23,772	48	(48)(2a) 12,500 (2c)	36,272
Total Assets	$ 762,741	$ 336,754	$ (30,178)	$1,069,317

See accompanying notes.

UNAUDITED PRO FORMA COMBINED
CONDENSED BALANCE SHEET
(Dollars in Thousands)

	March 31, 1997			
	Martin Marietta	American Aggregates	Pro Forma Adjustments	Pro Forma Combined
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	$ 29,678	$ 10,513	$ (4,758)(2c)	$ 35,433
Accrued salaries, benefits and payroll taxes	16,315	4,746	(2,106)(2c)	18,955
Accrued insurance and other taxes	10,064	2,090	(936)(2c)	11,218
Income taxes	8,836	7,678	(7,678)(2a)	8,836
Current maturities on long-term debt	1,213	--	--	1,213
Other current liabilities	8,212	2,199	3,000 (2c)	13,411
Total Current Liabilities	74,318	27,226	(12,478)	89,066
Long-term debt, less current maturities	125,836	--	241,678 (2b)	367,514
Pension, postretirement and postemployment benefits	54,585	--	6,650 (2c)	61,235
Other noncurrent liabilities	8,258	2,209	(2,209)(2a) 5,000 (2c)	13,258
Noncurrent deferred income taxes	15,383	71,229	(71,229)(2a) 38,500 (2c)	53,883
Total Liabilities	278,380	100,664	205,912	584,956
Total Shareholders' Equity	484,361	236,090	10,302 (2a) (246,392)(2c)	484,361
Total Liabilities and Shareholders' Equity	$762,741	$336,754	$(30,178)	$ 1,069,317

See accompanying notes.

NOTES TO UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The accompanying unaudited pro forma combined condensed statements of earnings present the historical results of operations of the Corporation and American Aggregates for the three months ended March 31, 1997, and for the year ended December 31, 1996, with pro forma adjustments as if the transaction had taken place on January 1, 1996. The unaudited pro forma combined condensed statement of earnings for the year ended December 31, 1996, is presented using the combined historical results of the Corporation for the year ended December 31, 1996, and those of American Aggregates for its most recent fiscal year ended March 31, 1997. The unaudited pro forma combined condensed statement of earnings for the three month period ended March 31, 1997, is presented using the combined historical results of the Corporation and those of American Aggregates for three months ended March 31, 1997. Consequently, for purposes of the accompanying pro forma information, American Aggregates' unadjusted net sales of $17.3 million and its unadjusted net loss of $3.2 million for the three month period ended March 31, 1997, are included in both accompanying unaudited pro forma combined condensed statements of earnings. The unaudited pro forma combined condensed balance sheet presents the historical balance sheets of the Corporation and American Aggregates as of March 31, 1997, with pro forma adjustments as if the transaction had been consummated as of March 31, 1997 in a transaction accounted for as a purchase in accordance with generally accepted accounting principles.

Certain reclassifications have been made to the historical financial statements of the Corporation and American Aggregates to conform to the pro forma combined condensed financial statement presentation.

2. PRO FORMA ADJUSTMENTS

The following adjustments give pro forma effect to the transaction (Dollars in Thousands):

(a) To reflect excluded assets and liabilities at closing

(b) To record the cash purchase price consideration:

Payment of cash at closing financed by short- and long-term borrowings (Assumed: 6-1/2% short-term borrowings, 5-3/4% commercial paper, and 7% Notes due 2007)	$204,678
Recognition of liability for a deferred cash payment to be financed by borrowings (Assumed: 5-3/4% commercial paper and 7% Notes due 2007)	37,000
	$241,678

(Continued)

NOTES TO UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL STATEMENTS

2. PRO FORMA ADJUSTMENTS (continued)

(c) To adjust the acquired assets and assumed liabilities to their estimated fair values, including the recording of the cost in excess of net assets acquired of approximately $96.4 million. Included in this adjustment is a provision for estimated costs to integrate the operations of approximately $8 million. This provision will include estimates of: (i) transaction-related costs; and (ii) relocation, severance and termination benefit expenses for certain employees. Such employee-related costs will be accrued after management's specific plan has been approved and properly communicated. It is expected that a significant portion of these costs will be incurred during the next 18 months. Also included is a liability of approximately $6.7 million for the projected and accumulated postretirement benefit obligations in excess of plan assets for various defined benefit and retiree medical benefit plans, the participation in which will be extended to the employees of the former American Aggregates business.

(d) To reflect adjustments for various items which would not have been incurred or earned if the transaction had occurred on January 1, 1996. These items include amortization of intangible assets, adjustments to allocated overhead charges, net sales and cost of sales reclassifications, and employee benefits-related expense adjustments.

(e) To record adjustments which represent additional estimated interest expense resulting from the use of borrowings to finance the transaction.

(f) To record adjustments for depreciation expense for certain fixed assets to fair value over an estimated composite life of approximately seven and one-half years and depletion expense (unit-of-production method) on the net step-down of mineral reserves to fair value. Additionally, to record adjustment for the amortization expense for certain intangible assets recorded at fair value over estimated lives of five to ten years. Such depreciation, depletion and amortization expenses are subject to possible adjustment resulting from completion of the valuation analyses.

(g) To record amortization of the cost in excess of acquired net assets over an estimate life of 30 years. Such amortization expense is subject to possible adjustment resulting from completion of valuation analyses and final post-closing adjustments.

(h) To reflect the tax effect, using a 40% statutory rate, on the net pro forma adjustments.

The pro forma combined condensed statements of earnings do not reflect the total cost savings or economies of scale that the Corporation's management believes would have been achieved had the transaction occurred on January 1, 1996.

Exhibit 23.0

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in Registration Statement No. 33-83516 of Martin Marietta Materials, Inc. on Form S-8 pertaining to the Martin Marietta Materials, Inc. Omnibus Securities Award Plan and in the Registration Statement No. 33-99082 of Martin Marietta Materials, Inc. on Form S-3 pertaining to the Martin Marietta Materials, Inc. shelf registration, of our report dated June 6, 1997, with respect to the consolidated financial statements of American Aggregates Corporation and subsidiary for the years ended March 31, 1997 and 1996, appearing in this Current Report on Form 8-K/A of Martin Marietta Materials, Inc. dated May 28, 1997, to be filed with the Securities and Exchange Commission on August 4, 1997.

DELOITTE & TOUCHE LLP

Dayton, Ohio
July 31, 1997