

**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>NNS Holding</u>  (Last) (First) (Middle) <u>C/O M&amp;C CORPORATE SERVICES</u> <u>PO BOX 309GT UGLAND HOUSE, SOUTH CHURCH</u>  (Street) <u>GEORGETOWN E9 E9</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>10/03/2008</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			

**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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Call Option (right to buy)	\$134.6775	10/03/2008		J <sup>(2)</sup>			1	03/25/2009	03/25/2009	Common Stock	350,600	\$0	1	D <sup>(1)</sup>	
Put Option (obligation to buy)	\$134.6775	10/03/2008		J <sup>(2)</sup>			1	03/25/2009	03/25/2009	Common Stock	350,600	\$0	1	D <sup>(1)</sup>	
Call Option (right to buy)	\$134.6775	10/06/2008		J <sup>(2)</sup>			1	03/25/2009	03/25/2009	Common Stock	199,400	\$0	1	D <sup>(1)</sup>	
Put Option (obligation to buy)	\$134.6775	10/06/2008		J <sup>(2)</sup>			1	03/25/2009	03/25/2009	Common Stock	199,400	\$0	1	D <sup>(1)</sup>	

1. Name and Address of Reporting Person \*  
NNS Holding  
 (Last) (First) (Middle)  
C/O M&C CORPORATE SERVICES  
PO BOX 309GT UGLAND HOUSE, SOUTH CHURCH  
 (Street)  
GEORGETOWN E9 E9  
 (City) (State) (Zip)

1. Name and Address of Reporting Person \*  
Sawiris Nassef  
 (Last) (First) (Middle)  
C/O M&C CORPORATE SERVICES, PO BOX 309GT  
UGLAND HOUSE, SOUTH CHURCH STREET  
 (Street)

GEORGETOWN E9 E9

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

Norman Philip

(Last) (First) (Middle)

C/O M&C CORPORATE SERVICES, PO BOX 309GT  
UGLAND HOUSE, SOUTH CHURCH STREET

(Street)

GEORGETOWN E9 E9

(City) (State) (Zip)

**Explanation of Responses:**

1. See attached joint filer information.

2. On October 3, 2008, NNS Holding partially unwound an existing European-style forward derivative transaction (also called a European-style synthetic long or put-call pair combination). Execution of the unwind occurred on October 3 and 6, 2008. As of October 6, 2008, NNS Holding is no longer the beneficial owner of 10% or more of the company's common stock.

**Remarks:**

/s/ Nassef Sawiris, as a director 10/07/2008  
on behalf of NNS Holding

/s/ Nassef Sawiris 10/07/2008

/s/ Philip Norman 10/07/2008

\*\* 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.

## JOINT FILER INFORMATION

Name: NNS Holding

Address: c/o M&C Corporate Services, PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands

Designated Filer: NNS Holding

Issuer & Ticker Symbol: Martin Marietta Materials, Inc. [MLM]

Date of Event Requiring Statement: October 7, 2008

Name: Mr. Nassef Sawiris

Address: c/o M&C Corporate Services, PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands

Designated Filer: NNS Holding

Issuer & Ticker Symbol: Martin Marietta Materials, Inc. [MLM]

Date of Event Requiring Statement: October 7, 2008

Name: Mr. Philip Norman

Address: c/o M&C Corporate Services, PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands

Designated Filer: NNS Holding

Issuer & Ticker Symbol: Martin Marietta Materials, Inc. [MLM]

Date of Event Requiring Statement: October 7, 2008

The derivative securities reported on this Form 4 are directly held by NNS Holding. NNS Holding is an exempted company incorporated in the Cayman Islands with limited liability. Its registered address is c/o M&C Corporate Services, PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands. Its principal business is holding diversified industrial and financial investments, and in connection with this NNS Holding is, through one of its wholly owned subsidiaries, a principal shareholder of Orascom Construction Industries Company. The entire share capital of NNS Holding is held by the NNS Jersey Trust, whose beneficiaries are principally Mr. Nassef Sawiris and his descendants.

Mr. Nassef Sawiris is a director of NNS Holding and the settlor of the NNS Jersey Trust. As a director of NNS Holding, he is charged with exploring investment opportunities appropriate for NNS Holding based on his investment expertise. In addition to a number of other directorships, Mr. Nassef Sawiris is Chief Executive Officer of Orascom Construction Industries Company, a cement producer and construction contractor whose business address is Nile City South Tower, 2005A Corniche El Nil, Cairo, Egypt 11221. Mr. Sawiris is a citizen of Egypt.

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Mr. Philip Norman is a director of NNS Holding. Mr. Norman is a partner of the Ogier Group, a provider of legal and fiduciary services whose business address is Whiteley Chambers, Don Street, St Helier, Jersey, JE3 5HN, Channel Islands. Mr. Norman is a British citizen.

By virtue of their directorships of NNS Holding, Mr. Nassef Sawiris and Mr. Philip Norman have the power to vote and dispose of the shares held by NNS Holding. Mr. Sawiris, along with his descendants, are the principal beneficiaries of the trust which owns the shares of NNS Holding. As the directors of NNS Holding, Mr. Nassef Sawiris and Mr. Philip Norman may be deemed to be the beneficial owner of such shares of common stock of the Issuer held by NNS Holding (NNS Holding together with Mr. Nassef Sawiris and Mr. Philip Norman, the "Reporting Persons", each a "Reporting Person").

Each Reporting Person, other than NNS Holding, disclaims beneficial ownership of these securities, except to the extent of his or its pecuniary interest therein. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons, other than NNS Holding, are the beneficial owners of all such equity securities covered by this statement.

Signature of Reporting Persons:

NNS Holding

By: /s/ Nassef Sawiris

Name: Mr. Nassef Sawiris

Title: Director of NNS Holding

Date: October 7, 2008

Mr. Nassef Sawiris

/s/ Nassef Sawiris

Date: October 7, 2008

Mr. Philip Norman

/s/ Philip Norman

Date: October 7, 2008