

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| | | |
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| 1. Name and Address of Reporting Person* <u>ZELNAK STEPHEN P JR</u> (Last) (First) (Middle) 2710 WYCLIFF ROAD (Street) RALEIGH NC 27607 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>MARTIN MARIETTA MATERIALS INC</u> [MLM] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2015 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 06/30/2015 | | P | | 15.37 ⁽¹⁾ | A | \$143.136 | 52,769.37 | D | |
| Common Stock | 09/30/2015 | | P | | 14.713 ⁽¹⁾ | A | \$149.9456 | 52,878.083 | D | |
| Common Stock | 12/31/2015 | | P | | 16.153 ⁽¹⁾ | A | \$136.9424 | 35,994.236 | D | |
| Common Stock | 03/31/2016 | | P | | 13.451 ⁽¹⁾ | A | \$154.7825 | 36,117.687 | D | |
| Common Stock | 03/31/2016 | | P | | 0.882 ⁽¹⁾ | A | \$154.7732 | 36,118.569 | D | |
| Common Stock | 06/30/2016 | | P | | 11.953 ⁽¹⁾ | A | \$186.0813 | 16,761.522 | D | |
| Common Stock | 09/30/2016 | | P | | 5.915 ⁽¹⁾ | A | \$182.6644 | 16,860.437 | D | |
| Common Stock | 12/30/2016 | | P | | 4.783 ⁽¹⁾ | A | \$226.4144 | 16,942.22 | D | |
| Common Stock | 03/31/2017 | | P | | 5.069 ⁽¹⁾ | A | \$214.0363 | 17,026.289 | D | |
| Common Stock | 06/30/2017 | | P | | 4.894 ⁽¹⁾ | A | \$222.1251 | 17,544.183 | D | |
| Common Stock | 09/29/2017 | | P | | 5.54 ⁽¹⁾ | A | \$205.9567 | 17,629.723 | D | |
| Common Stock | 12/29/2017 | | P | | 5.244 ⁽¹⁾ | A | \$218.0473 | 17,715.967 | D | |
| Common Stock | 03/29/2018 | | P | | 5.646 ⁽¹⁾ | A | \$202.9313 | 17,804.613 | D | |
| Common Stock | 06/29/2018 | | P | | 5.161 ⁽¹⁾ | A | \$222.4821 | 18,494.774 | D | |
| Common Stock | 09/28/2018 | | P | | 6.751 ⁽¹⁾ | A | \$185.9117 | 22,086.525 | D | |
| Common Stock | 12/31/2018 | | P | | 7.454 ⁽¹⁾ | A | \$168.8127 | 22,182.979 | D | |
| Common Stock | 03/29/2019 | | P | | 6.299 ⁽¹⁾ | A | \$200.335 | 22,279.278 | D | |
| Common Stock | 06/28/2019 | | P | | 5.581 ⁽¹⁾ | A | \$226.6493 | 22,965.859 | D | |
| Common Stock | 09/30/2019 | | P | | 5.354 ⁽¹⁾ | A | \$271.2869 | 23,038.213 | D | |
| Common Stock | 12/31/2019 | | P | | 5.246 ⁽¹⁾ | A | \$277.4342 | 23,106.459 | D | |
| Common Stock | 03/31/2020 | | P | | 8.228 ⁽¹⁾ | A | \$177.2363 | 23,189.687 | D | |
| Common Stock | 06/05/2020 | | S | | 3,500 | D | \$226.8012 | 19,689.687 | D | |
| Common Stock | 06/05/2020 | | S | | 13,384.687 | D | \$225.2282 ⁽²⁾ | 6,305 | D | |
| Common Stock | 06/10/2020 | | S | | 1,350 | D | \$207.7352 | 4,955 | D | |

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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|---|--|

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative (Instr. 3) | 2. Conversion Date (Month/Day/Year) | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Code (Instr. 8) | 5. V (Instr. 8) | 6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 7. Exercise or Expiration Date (Month/Day/Year) | 8. Title of Underlying Security (Instr. 3 and 4) | 9. Price of Derivative Security (Instr. 5) | 10. Number of Derivative Securities Beneficially Owned (Instr. 4) | 11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 12. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|-------------------------------------|--------------------------------------|--|--------------------|-----------------|--|---|--|--|---|---|--|
| <p>1. Represents shares acquired by the Reporting Person under an automatic dividend reinvestment program through his broker for qualified cash dividends paid by the issuer to stockholders in 2017, 2017, 2018, 2019 and 2020. These transactions should have been previously reported on Form 4 or Form 5, as applicable, and were inadvertently reported late by the Reporting Person.</p> <p>2. The price reported in Column 9 is a weighted average price. These shares were sold in transactions at prices ranging from \$5.2131 to \$225.32, including Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (1) to this Form 4.</p> | | | | | | | | | | | | |
| | | | | | | | | /s/ Stephen P. Zelnak, Jr. | | 07/10/2020 | | |
| <p>Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.</p> <p>* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).</p> <p>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1013(a) and 15 U.S.C. 78ff(a).</p> | | | | | | | | | | <p>** Signature of Reporting Person</p> <p>Date</p> | | |

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

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