

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) January 27, 2005

Martin Marietta Materials, Inc.

(Exact Name of Registrant as Specified in Its Charter)

North Carolina

(State or Other Jurisdiction of Incorporation)

1-12744

(Commission File Number)

56-1848578

(IRS Employer Identification No.)

2710 Wycliff Road, Raleigh, North Carolina

(Address of Principal Executive Offices)

27607

(Zip Code)

(919) 781-4550

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

In accordance with General Instruction B.2. of Form 8-K, the following information should not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

On January 27, 2005, the Corporation announced its preliminary, unaudited fourth quarter earnings forecasted range of \$0.74 to \$0.77 per diluted share.

The Corporation issued a press release on January 27, 2005 announcing its preliminary, unaudited fourth quarter earnings forecasted range of \$0.74 to \$0.77 per diluted share.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release dated January 27, 2005, announcing the Corporation’s preliminary, unaudited fourth quarter earnings forecasted range of \$0.74 to \$0.77 per diluted share.

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 by the undersigned hereunto duly authorized.

MARTIN MARIETTA MATERIALS, INC.

(Registrant)

Date: January 27, 2005

By: /s/ Janice K. Henry
Janice K. Henry,
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated January 27, 2005, announcing the Corporation's preliminary, unaudited fourth quarter earnings forecasted range of \$0.74 to \$0.77 per diluted share.



FOR IMMEDIATE RELEASE

Contact:

Janice K. Henry
Senior Vice President and
Chief Financial Officer
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**MARTIN MARIETTA MATERIALS, INC.
EXPECTS RECORD FOURTH-QUARTER EARNINGS**

RALEIGH, North Carolina (January 27, 2005) — Martin Marietta Materials, Inc. (NYSE:MLM), today announced its preliminary, unaudited fourth quarter earnings forecast in a range of \$0.74 to \$0.77 per diluted share versus \$0.60 per diluted share in the prior-year period. The expected record results are higher than the previously announced quarterly earnings forecast. The earnings increase is primarily attributable to moderate revenue growth and significant margin improvement in the Corporation's Aggregates division.

The Corporation will provide an online Web simulcast of its year-end 2004 earnings conference call on Wednesday, February 9, 2005. The Company will release results for the fourth quarter and year December 31, 2004, that morning before the market opens.

The live broadcast of Martin Marietta Materials' conference call will begin at 2 p.m. Eastern Time on February 9, 2005. An online replay will be available approximately two hours following the conclusion of the live broadcast and will continue for one year.

For those investors without online web access, the conference call may also be accessed by calling 913-981-5509, confirmation number 338342.

Martin Marietta is the nation's second largest producer of construction aggregates, a leading producer of magnesia-based chemical products and is developing structural composites products for use in a wide variety of industries.

Investors are cautioned that all statements in this press release that relate to the future involve risks and uncertainties, and are based on assumptions that the Corporation believes in good faith are reasonable but which may be materially different from actual results. Factors that the Corporation currently believes could cause actual results to differ materially from the forward-looking statements in this press release include the fact that the expected results are preliminary and are subject to audit by the Corporation's independent auditors; and other risk factors listed from time to time found in the Corporation's filings with the Securities and Exchange Commission. The Corporation assumes no obligation to update any such forward-looking statements.

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