

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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) October 5, 1998

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 No.)

2710 Wycliff Road, Raleigh, North Carolina 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 changed since last report)

Item 5. Other Events

On October 5, 1998, the Company disseminated the press release attached as Exhibit 99.1 hereto, which exhibit is hereby incorporated by reference as the Company's response to this Item 5.

Item 7. Exhibits

Exhibit 99.1 Press Release dated October 5, 1998

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: October 9, 1998

By: /s/ Bruce A. Deerson

Vice President and General Counsel

EXHIBIT INDEX

99.1 Press Release dated October 5, 1998

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FOR IMMEDIATE RELEASE

Contact: Janice K. Henry
 Vice President, Chief Financial Officer
 and Treasurer
 (919) 783-4658

MARTIN MARIETTA MATERIALS, INC.
 AGREES TO ACQUIRE REDLAND STONE PRODUCTS COMPANY
 FOR \$272 MILLION

RALEIGH, North Carolina (October 5, 1998) - Martin Marietta Materials, Inc., (NYSE: MLM) today announced that it has signed a contract with an affiliate of Lafarge SA to acquire the common stock of Redland Stone Products Company for \$272 million. The purchase price is subject to certain post-closing adjustments related to working capital. Redland Stone is the leading producer of aggregates and asphaltic concrete in the state of Texas, and has mineral reserves which exceed 1 billion tons. The company serves the San Antonio, Houston and South Texas areas. Aggregates production in 1998 is expected to be about 14 million tons, asphaltic concrete production is expected to be about 3 million tons, and revenue is expected to be approximately \$140 million. Redland Stone will be operated as a new division of Martin Marietta Materials, with its headquarters in San Antonio. The transaction is scheduled for closing prior to year end, subject to satisfaction of conditions typical for such a transaction.

Commenting on the transaction, Stephen P. Zelnak, Jr., Chairman and CEO of Martin Marietta Materials, stated, "The acquisition of Redland Stone is a major step in positioning our Company for further expansion in the western United States. We believe this transaction will be neutral to earnings in 1999 and offers an excellent opportunity to grow the sales and earnings of our Company in 2000 and beyond.

"Redland Stone is the leading supplier of aggregates and asphaltic concrete in both Houston and San Antonio. The company is well-positioned for growth in both Texas and surrounding areas. Texas is scheduled to receive a 61 percent increase in transportation funding from the new Transportation Equity Act of the 21st Century (TEA-21). This should generate strong demand for materials used in highway and bridge construction for the foreseeable future. When coupled with the above-average population growth expected for Texas, the market for aggregates and asphalt should experience solid growth."

Martin Marietta Materials is the nation's second largest producer of construction aggregates and a leading producer of magnesia-based chemical and refractory products used in a wide variety of industries.

Investors are cautioned that statements in this press release which relate to the future are, by their nature, uncertain and dependent upon numerous contingencies including political, economic, regulatory, climatic, competitive, and technological any of which could cause actual results and events to differ materially from those indicated in such forward-looking statements. Additional information regarding these and other risk factors and uncertainties may be found in the Corporation's filings with the Securities and Exchange Commission.

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