

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person* <u>SPO ADVISORY CORP</u> (Last) (First) (Middle) 591 REDWOOD HIGHWAY, SUITE 3215 (Street) MILL VALLEY CA 94941 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/25/2008	3. Issuer Name and Ticker or Trading Symbol <u>MARTIN MARIETTA MATERIALS INC [MLM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4,084,735	I ⁽¹⁾⁽²⁾⁽³⁾	See footnotes

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
SPO ADVISORY CORP
 (Last) (First) (Middle)
 591 REDWOOD HIGHWAY, SUITE 3215
 (Street)
 MILL VALLEY CA 94941
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SPO ADVISORY PARTNERS LP
 (Last) (First) (Middle)
 591 REDWOOD HIGHWAY, SUITE 3215
 (Street)
 MILL VALLEY CA 94941
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SF ADVISORY PARTNERS LP
 (Last) (First) (Middle)
 591 REDWOOD HIGHWAY, SUITE 3215
 (Street)
 MILL VALLEY CA 94941
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

SPO PARTNERS II LP

(Last) (First) (Middle)

591 REDWOOD HIGHWAY, SUITE 3215

(Street)

MILL VALLEY CA 94941

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SAN FRANCISCO PARTNERS II LP

(Last) (First) (Middle)

591 REDWOOD HIGHWAY, SUITE 3215

(Street)

MILL VALLEY CA 94941

(City) (State) (Zip)

1. Name and Address of Reporting Person*

SCULLY JOHN H

(Last) (First) (Middle)

591 REDWOOD HIGHWAY, SUITE 3215

(Street)

MILL VALLEY CA 94941

(City) (State) (Zip)

1. Name and Address of Reporting Person*

OBERNDORF WILLIAM E

(Last) (First) (Middle)

591 REDWOOD HIGHWAY, SUITE 3215

(Street)

MILL VALLEY CA 94941

(City) (State) (Zip)

1. Name and Address of Reporting Person*

PATTERSON WILLIAM J

(Last) (First) (Middle)

591 REDWOOD HIGHWAY, SUITE 3215

(Street)

MILL VALLEY CA 94941

(City) (State) (Zip)

Explanation of Responses:

1. As a result of repurchases by the Issuer, the shares described above exceed 10% of the outstanding shares as reported in the Issuer's 10-K on 2/25/08. 3,916,735 shares are owned directly by SPO Partners II, L.P. ("SPO Partners") and may be deemed to be indirectly beneficially owned by (i) SPO Advisory Partners, L.P. ("SPO Advisory"), the sole general partners of SPO Partners, (ii) SPO Advisory Corp. ("SPO Corp."), the sole general partner of SPO Advisory, and (iii) John H. Scully ("JHS"), William E. Oberndorf ("WEO") and William J. Patterson ("WJP"), the three controlling persons of SPO Corp. Additionally, 168,000 shares are owned directly by San Francisco Partners II, L.P. ("SF Partners"), and may be deemed to be indirectly beneficially owned by (i) SF Advisory Partners, L.P. ("SF Advisory"), the sole general partner of SF Partners, (ii) SPO Corp., the sole general partner of SF Advisory, and (iii) JHS, WEO and WJP, the three controlling persons of SPO Corp.

2. Additionally, 67,000 shares of the issuer's common stock are owned directly by the Phoebe Snow Foundation, Inc. ("PSF"). Additionally, JHS owns 900 shares of the issuer's common stock in his IRAs, which are self-directed.

3. Additionally, 4,800 shares of the issuer's common stock are owned directly by The Elizabeth R. and William J. Patterson Foundation ("WJPFND"). Additionally, WJP owns 100 shares of the issuer's common stock in his IRA, which is self-directed.

Remarks:

The individuals listed in the notes above (each a "Reporting Person") may be deemed to form a "group", as such term is defined in Rule 13d-5(b)(1) promulgated under the Securities Exchange Act of 1934, for purposes of this filing. This filing shall not be deemed as an admission by any Reporting Person that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this statement. Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of such person's pecuniary interest, if any, therein.

Kim M. Silva, Attorney-in-fact 03/05/2008

** 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 5 (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.

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