

As filed with the Securities and Exchange Commission on November 1, 1996

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MARTIN MARIETTA MATERIALS, INC.
(Exact name of registrant as specified in its charter)

North Carolina
(State or other jurisdiction
of incorporation or organization)

56-1848578
(I.R.S. Employer
Identification Number)

2710 Wycliff Road
Raleigh, NC 27607-3033
(Address of Principal Executive Office)

Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors
Martin Marietta Materials, Inc. Performance Sharing Plan
Martin Marietta Materials, Inc. Savings and Investment Plan for Hourly Employees
(Full title of the plans)

Bruce A. Deerson, Esq.
Vice President, Secretary and General Counsel
Martin Marietta Materials, Inc.
2710 Wycliff Road
Raleigh, NC 27607-3033
(919) 781-4550
(Name, address and telephone number,
including area code, of agent for service)

COPY TO:
John S. D'Alimonte, Esq.
Michael A. Schwartz, Esq.
Willkie Farr & Gallagher
One Citicorp Center
153 East 53rd Street
New York, NY 10022
(212) 821-8000

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.01 par value per share	2,050,000	\$24.8125	\$50,865,625	\$15,413.83

(1) Represents the shares of common stock of Martin Marietta Materials, Inc. issuable pursuant to the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the "Directors Plan"), the Martin Marietta Materials, Inc. Performance Sharing Plan (the "Performance Plan") and the Martin Marietta Materials, Inc. Savings and Investment Plan for Hourly Employees (the "Savings Plan") (the Performance Plan and the Savings Plan are collectively referred to herein as the "401(k) Plans"). In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 (the "Registration Statement") also covers an indeterminate amount of interests to be offered or sold pursuant to the 401(k) Plans.

(2) Estimated solely for calculating the amount of the registration fee,

pursuant to Rule 457(h) under the Securities Act.

PART II
INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents, filed with the Securities and Exchange Commission (the "Commission") by Martin Marietta Materials, Inc., a North Carolina corporation (the "Company") are incorporated by reference into the Registration Statement:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1995, filed pursuant to the Securities Exchange Act of 1934 (the "Exchange Act");

(b) The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 1996 and June 30, 1996, filed pursuant to the Exchange Act;

(c) The Company's Current Report on Form 8-K, filed October 25, 1996, pursuant to the Exchange Act; and

(d) The description of the common stock of the Company, par value \$0.01 per share (the "Common Stock"), contained in the Company's registration statement on Form S-1 (file No. 33-72648) filed on December 15, 1993 pursuant to the Securities Act, as amended by Amendment No. 1 filed on Form S-1 on January 21, 1994, Amendment No. 2 filed on Form S-1 on January 27, 1994, Amendment No. 3 filed on Form S-1 on February 2, 1994 and Amendment No. 4 filed on Form S-1 on February 17, 1994.

In addition, all documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of the Registration Statement and prior to the filing of a post-effective amendment which indicates that all the securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated herein by reference and to be a part hereof from the date of the filing of such documents with the Commission.

Item 4. DESCRIPTION OF SECURITIES

Inapplicable

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Inapplicable

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 55-2-02 of the North Carolina Business Corporation Act ("NCBCA") enables a corporation in its articles of incorporation to eliminate or limit, with certain exceptions, the personal liability of a director for monetary damages for breach of duty as a director. No such provision is effective to eliminate or limit a director's liability for (i) acts or omissions that the director at the time of the breach knew or believed to be clearly in conflict with the best interests of the corporation, (ii) improper distributions described in Section 55-8-33 of the NCBCA, (iii) any transaction from which the director derived an improper personal benefit, or (iv) acts or omissions occurring prior to the date the exculpatory provision became effective. The Company's Articles of Incorporation limit the personal liability of its directors to the fullest extent permitted by the NCBCA.

Sections 55-8-50 through 55-8-58 of the NCBCA permit a corporation to indemnify its directors, officers, employees or agents under either or both a statutory or nonstatutory scheme of indemnification. Under the statutory scheme, a corporation may, with certain exceptions, indemnify a director, officer, employee or agent of the corporation who was, is or is threatened to be made, a party to any threatened, pending or completed legal action, suit or proceeding, whether civil, criminal, administrative, or investigative, because of the fact that such person was a director, officer, agent or employee of the corporation, or is or was serving at the bequest of such corporation as a director, officer, employee or agent of another corporation or enterprise. This indemnity may include the obligation to pay any judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan) and reasonable expenses incurred in connection with a proceeding (including counsel fees), but no such indemnification may be granted unless such director, officer, agent or employee (i) conducted himself in good faith, (ii) reasonably believed (1) that any action taken in his official capacity with the corporation was in the best interest of the corporation or (2) that in all other cases his conduct at least was not opposed to the corporation's best interest, and (iii) in the case of any criminal proceeding, had not reasonable cause to believe his conduct was unlawful. Whether a director has met the requisite standard of conduct for the type of indemnification set forth above is determined by the board of directors, a committee of directors, special legal counsel or the shareholders in accordance with Section 55-8-55. A corporation may not indemnify a director under the statutory scheme in connection with a proceeding by or in the right of the corporation in which the

director was adjudged liable to the corporation or in connection with a proceeding in which a director was adjudged liable on the basis of having received an improper personal benefit.

In addition to, and notwithstanding the conditions of and limitations on indemnification described above under the statutory scheme, Section 55-8-57 of the NCBCA permits a corporation to indemnify or agree to indemnify any of its directors, officers, employees or agents against liability and expenses (including attorneys' fees) in any proceeding (including proceedings brought by or on behalf of the corporation) arising out of their status as such or their activities in such capacities, except for any liabilities or expenses incurred on account of activities that were, at the time taken, known or believed by the person to be clearly in conflict with the best interests of the corporation. Because the Company's Bylaws provide for indemnification to the fullest extent permitted under the NCBCA, the Company may indemnify its directors, officers and employees in accordance with either the statutory or the nonstatutory standard.

Sections 55-8-52 and 55-8-56 of the NCBCA requires a corporation, unless its articles of incorporation provide otherwise, to indemnify a director or officer who has been wholly successful on the merits or otherwise in the defense of any proceeding to which such director or officer was, or was threatened to be made, a party. Unless prohibited by the articles of incorporation, a director or officer also may make application and obtain court-ordered indemnification if the court determines that such director or officer is fairly and reasonably entitled to such indemnification as provided in Section 55-8-54 and 55-8-56.

Additionally, Section 55-8-57 of the NCBCA authorizes a corporation to purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the corporation against certain liabilities incurred by such persons, whether or not the corporation is otherwise authorized by the NCBCA to indemnify such party. The Company's directors and officers are currently covered under directors' and officers' insurance policies maintained by Lockheed Martin Corporation which will indemnify such persons against certain liabilities arising from acts or omissions in the discharge of their duties. Such insurance policies provide \$185 million coverage for liabilities, including liabilities for alleged violation of securities laws.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED

Inapplicable

Item 8. EXHIBITS

Exhibit No.

- 4.1 Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.01 to the Martin Marietta Materials, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 1994.)
- 4.2 Rights Agreement, dated as of October 21, 1996, between Martin Marietta Materials, Inc., a North Carolina corporation, and First Union National Bank of North Carolina, a North Carolina corporation (incorporated by reference to Exhibit 1 to the Martin Marietta Materials, Inc. Registration Statement on Form 8-A, filed October 21, 1996.)
- 5. Opinion of Willkie Farr & Gallagher, relating to the legality of securities issuable under the Directors Plan.
- 23.1 Consent of Ernst & Young LLP, Independent Auditors for Martin Marietta Materials, Inc. and consolidated subsidiaries.
- 23.2 Consent of KPMG Peat Marwick LLP, Independent Auditors for Dravo Basic Materials Company, Inc. and subsidiaries.
- 23.3 Consent of Willkie Farr & Gallagher (contained in Exhibit 5).
- 24. Power of Attorney (reference is made to the signature page).

The Company hereby undertakes to submit the 401(k) Plans and any amendments thereto to the Internal Revenue Service in a timely manner and will make all changes required by the IRS in order to qualify the 401(k) Plans.

Item 9. UNDERTAKINGS

- 1. The undersigned registrant hereby undertakes:

- (a) To file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement:

- (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

- (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;
- (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration statement;

provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the

opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Raleigh, State of North Carolina, on the 30th day of October, 1996.

MARTIN MARIETTA MATERIALS, INC.

By: /s/ Bruce A. Deerson
Bruce A. Deerson
Vice-President, Secretary,
and General Counsel

Pursuant to the requirements of the Securities Act, the Benefit Plan Committee, the administrative committee of the Performance Sharing Plan, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Raleigh, State of North Carolina, on the 30th day of October, 1996.

MARTIN MARIETTA MATERIALS, INC. PERFORMANCE
SHARING PLAN

BY: MARTIN MARIETTA MATERIALS, INC. as plan
administrator

BY: THE BENEFIT PLAN COMMITTEE, acting on behalf
of the plan administrator

BY: /s/ Bruce A. Deerson
A member of the Benefit Plan Committee

Pursuant to the requirements of the Securities Act, the Benefit Plan Committee, the administrative committee of the Savings Plan, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Raleigh, State of North Carolina, on the 30th day of October, 1996.

MARTIN MARIETTA MATERIALS, INC. SAVINGS AND INVESTMENT
PLAN FOR HOURLY EMPLOYEES

BY: MARTIN MARIETTA MATERIALS, INC. as plan
administrator

BY: THE BENEFIT PLAN COMMITTEE, acting on behalf of
the plan administrator

BY: /s/ Bruce A. Deerson
A member of the Benefit Plan Committee

POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each of the undersigned officers and directors of the Company hereby severally constitutes and appoints Bruce A. Deerson and Roselyn R. Bar and each of them, their true and lawful attorneys-in-fact for the undersigned, in any and all capacities, each with full power of substitution, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same with exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Marcus C. Bennett Marcus C. Bennett	Chairman of the Board	Oct. 28, 1996
/s/ Stephen P. Zelnak, Jr. Stephen P. Zelnak, Jr.	Vice-Chairman of the Board, President and Chief Executive Officer	Oct. 28, 1996
/s/ Janice K. Henry Janice K. Henry	Vice President, Chief Financial Officer, and Treasurer	Oct. 28, 1996
/s/ Edward D. Miles Edward D. Miles	Vice President, Controller and Chief Accounting Officer	Oct. 28, 1996
/s/ Richard G. Adamson Richard G. Adamson	Director	Oct. 25, 1996
/s/ Bobby F. Leonard Bobby F. Leonard	Director	Oct. 25, 1996
/s/ Frank H. Menaker, Jr. Frank H. Menaker, Jr.	Director	Oct. 28, 1996

/s/ James M. Reed
James M. Reed

Director

Oct. 28, 1996

/s/ William B. Sansom
William B. Sansom

Director

Oct. 28, 1996

INDEX TO EXHIBITS

Exhibit No.

-
- 5. Opinion of Willkie Farr & Gallagher relating to the legality of securities issuable under the Directors Plan.
 - 23.1 Consent of Ernst & Young LLP, Independent Auditors for Martin Marietta Materials, Inc. and consolidated subsidiaries.
 - 23.2 Consent of KPMG Peat Marwick LLP, Independent Auditors for Dravo Basic Materials Company, Inc. and subsidiaries.
 - 23.3 Consent of Willkie Farr & Gallagher (contained in Exhibit 5).
 - 24 Powers of Attorney (included on signature page).

WILLKIE FARR & GALLAGHER
One Citicorp Center
153 East 53rd Street
New York, NY 10022-4677

Tel. 212-821-8000
Fax 212-821-8111

November 1, 1996

Martin Marietta Materials, Inc.
2710 Wycliff Road
Raleigh, North Carolina 27607

Ladies and Gentlemen:

We have acted as counsel to Martin Marietta Materials, Inc., a corporation organized under the laws of the State of North Carolina (the "Company"), in connection with the preparation of a registration statement on Form S-8 (Registration No. 333-_____) (the "Registration Statement"), relating to the 50,000 shares of common stock, par value \$0.01 per share, of the Company (the "Shares"), issuable pursuant to the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the "Plan").

We have examined copies of the Restated Articles of Incorporation and By-Laws of the Company, as amended, the Registration Statement, resolutions adopted by the Company's Board of Directors and all other records and documents relating to both the issuance of the Shares and the adoption of the Plan by the Company. We have also examined such other documents, papers, statutes and authorities as we have deemed necessary to form a basis for the opinion hereinafter expressed.

In our examination, we have assumed the genuineness of all signatures and the conformity to original documents of all copies submitted to us. As to various questions of fact material to our opinion, we have relied on statements and certificates of officers and representatives of the Company and public officials.

We are members of the bar of the State of New York and express no opinion as to the laws of any jurisdiction other than the State of New York and the federal law of the United States. As to matters governed by North Carolina law, we have relied solely upon the opinion of Robinson, Bradshaw & Hinson, P.A., a copy of which is enclosed herewith.

Based on the foregoing, we are of the opinion that the Shares, when duly issued in accordance with the terms of the Plan, will be duly authorized and validly issued and will be fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Willkie Farr & Gallagher

191962

ROBINSON, BRADSHAW & HINSON, P.A.
ATTORNEYS AT LAW

101 NORTH TRYON STREET, SUITE 1900
CHARLOTTE, NORTH CAROLINA 28246-1900
TELEPHONE (704) 377-2536

Stephen M. Lynch
(704) 377-8355
Suite 600
P.O. Drawer 12070
Rock Hill, S.C. 29731
Telephone (803) 325-2900
Fax (803) 325-2929

November 1, 1996

Martin Marietta Materials, Inc.
2710 Wycliff Road
Raleigh, North Carolina 27607

Attention: Mr. Stephen P. Zelnak, Jr.

Re: Martin Marietta Materials, Inc.
Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as North Carolina counsel to Martin Marietta Materials, Inc., a North Carolina corporation (the "Company"), and are providing this opinion letter to you at your request in connection with the preparation and filing by the Company, with the Securities and Exchange Commission, of a registration statement on Form S-8 (the "Registration Statement") relating to the offer and sale of up to 50,000 shares of the Company's common stock, \$0.01 par value per share (the "Shares"), pursuant to the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the "Plan"). A copy of this opinion letter is also being provided to Willkie Farr & Gallagher, counsel assisting you in the preparation of the Registration Statement, with the understanding that Willkie Farr & Gallagher will rely upon this opinion letter in providing its opinion to be filed as an exhibit to the Registration Statement.

We have examined the Plan, the Registration Statement, the Restated Articles of Incorporation and bylaws of the Company, an excerpt from the minutes of a meeting of the Company's Board of Directors relating to the authorization, issuance and sale of the Shares, a certificate of an officer of the Company as to the occurrence of certain conditions to the effectiveness of the Plan and such other documents and records as we have deemed necessary in order to enable us to render this opinion.

Based on the foregoing, and subject to the conditions set forth below, we are of the opinion that the Shares, when issued in accordance with the terms and conditions of the Plan, will be duly authorized and validly issued and will be fully paid and nonassessable.

The opinions express herein are contingent upon the Company's Restated Articles of Incorporation not being further amended prior to the issuance of any Shares after the date hereof in any manner that would affect the matters addressed herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Sincerely yours,

ROBINSON, BRADSHAW &
HINSON, P.A.

/s/ Stephen M. Lynch
Stephen M. Lynch

SML

cc: Willkie Farr & Gallagher
Attention: Michael A. Schwartz

EXHIBIT 23.1

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) pertaining to the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors, Martin Marietta Materials, Martin Marietta Materials, Inc. Performance Sharing Plan, and the Martin Marietta Materials, Inc. Savings and Investment Plan for Hourly Employees of our reports dated January 23, 1996, with respect to the consolidated financial statements of Martin Marietta Materials, Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended December 31, 1995 and the related financial statement schedule included therein, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Ernst & Young LLP

October 28, 1996
Raleigh, North Carolina

EXHIBIT 23.2

The Board of Directors
Dravo Basic Materials Company, Inc.

We consent to the incorporation by reference in the registration statement on Form S-8 of Martin Marietta Materials, Inc. of our reports dated February 16, 1994, except as to note 11 which is as of January 5, 1995, with respect to the consolidated balance sheets of Dravo Basic Materials Company, Inc. and subsidiaries as of December 31, 1993 and 1992, and the related consolidated statements of operations, shareholder's equity and cash flows for the years then ended, and February 10, 1995, with respect to the consolidated balance sheet of Dravo Basic Materials Company, Inc. and subsidiaries as of December 29, 1994, and the related consolidated statements of operations, shareholder's equity, and cash flows for the period from January 1, 1994 to December 29, 1994, which reports appear in Forms 8-K and 8-K/A of Martin Marietta Materials, Inc. dated January 3, 1995. Our reports refer to changes in the methods of accounting for postretirement benefits other than pensions and income taxes prescribed by Statements of Financial Accounting Standards Nos. 106 and 109, respectively, in 1993 and in the method of accounting for post-employment benefits prescribed by Statement of Financial Accounting Standards No. 112 in 1994.

/s/ KPMG Peat Marwick LLP
KPMG Peat Marwick LLP

New Orleans, Louisiana
October 28, 1996