

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. )

MARTIN MARIETTA MATERIALS, INC.  
(Name of Issuer)

Common Stock, \$.01 par value  
(Title of Class of Securities)

573284106  
(CUSIP Number)

Richard C. Perry  
Perry Corp.  
599 Lexington Avenue  
New York, NY 10022  
(212) 583-4000

(Name, address and telephone number of person  
authorized to receive notices and communications)

October 31, 1996  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement  
on Schedule 13G to report the acquisition which is the subject of  
this Schedule 13D, and is filing this schedule because of Rule  
13d-1(b)(3) or (4), check the following box [ ].

Check the following box if a fee is being paid with the  
statement [ ]. (A fee is not required only if the reporting  
person: (1) has a previous statement on file reporting  
beneficial ownership of more than five percent of the class of  
securities described in Item 1; and (2) has filed no amendment  
subsequent thereto reporting beneficial ownership of five percent  
or less of such class.) (See Rule 13d-7.)

PAGE 1 OF 9 PAGES

CUSIP No. 573284106

13D

PAGE 2 OF 9 PAGES

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON PERRY CORP.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [ ]  
(b) [ ]

(3) SEC USE ONLY

(4) SOURCE OF FUNDS  
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(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

(6) CITIZENSHIP OR PLACE OF ORGANIZATION New York

NUMBER OF SHARES	(7) SOLE VOTING POWER	2,691,208	
BENEFICIALLY OWNED BY	(8) SHARED VOTING POWER	-0-	
EACH REPORTING PERSON WITH	(9) SOLE DISPOSITIVE POWER	2,691,208	
	(10) SHARED DISPOSITIVE POWER	-0-	
	(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	2,691,208	
	(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **		[ ]
	(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	5.84%	
	(14) TYPE OF REPORTING PERSON CO		

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. Richard C. Perry  
OF ABOVE PERSON

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)

(b)

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(3) SEC USE ONLY

---

(4) SOURCE OF FUNDS  
00

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(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

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(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

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NUMBER OF (7) SOLE VOTING POWER 2,691,208 (all shares are  
SHARES owned beneficially by Perry Corp.)

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BENEFICIALLY (8) SHARED VOTING POWER -0-  
OWNED BY

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EACH (9) SOLE DISPOSITIVE POWER 2,691,208 (all shares are  
REPORTING owned beneficially by Perry Corp.)

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PERSON WITH (10) SHARED DISPOSITIVE POWER -0-

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(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON 2,691,208 (all shares are  
owned beneficially by Perry Corp.)

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(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES \*\*

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(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11) 5.84%

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(14) TYPE OF REPORTING PERSON  
IN

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\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

## Item 1. Security and Issuer.

This statement on Schedule 13D ("Schedule 13D") is being filed with respect to the common stock, \$.01 par value (the "Common Stock"), of MARTIN MARIETTA MATERIALS, INC., a North Carolina corporation whose principal executive offices are located at 2710 Wycliff Road, Raleigh, NC 27607-3303 (the "Company").

## Item 2. Identity and Background.

This Schedule 13D is being filed on behalf of Perry Corp., a New York corporation whose principal offices are located at 599 Lexington Avenue, New York, NY 10022 ("Perry Corp."), and Richard C. Perry, with respect to the shares of Common Stock owned beneficially by Perry Corp. Perry Corp. is a private investment management firm.

Richard C. Perry is the President and sole stockholder of Perry Corp. His business address is c/o Perry Corp., 599 Lexington Avenue, New York, NY 10022. He is a citizen of the United States.

Neither Perry Corp. nor Richard C. Perry has, during the last five years:

A. been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or

B. been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.

## Item 3. Source and Amount of Funds or Other Consideration.

On October 31, 1996, Perry Corp. acquired 542,408 shares of Common Stock from Lockheed Martin Corporation in an exchange offer pursuant to Section 13(e)(4) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in exchange for Perry Corp.'s tender of 114,917 shares of Lockheed Martin Corporation common stock. The tendered shares of Lockheed Martin Corporation common were held in certain investment accounts under the management and control of Perry Corp. (See Item 5(d)).

The source of funds for the purchases of the other 2,148,800 shares of Common Stock reported by Perry Corp. herein was the investment capital of certain investment accounts under the management and control of Perry Corp. (See Item 5(d)). The total amount of such funds is \$46,024,566.

Item 4. Purpose of Transaction.

The purpose of the acquisition of shares of Common Stock by Perry Corp. is for investment. Perry Corp. intends to review its holdings with respect to the Company on a continuing basis. Depending on Perry Corp's evaluation of the Company's business and prospects, and upon future developments (including, but not limited to, market prices of the shares of Common Stock and availability and alternative uses of funds; as well as conditions in the securities markets and general economic and industry conditions), Perry Corp. may acquire additional shares of Common Stock or other securities of the Company, sell all or a portion of its shares of Common Stock or other securities of the Company, now owned or hereafter acquired, or maintain its position at current levels.

Perry Corp. has no present plans or proposals which relate to, or would result in, any of the matters enumerated in paragraphs (b) through (j), inclusive, of Item 4 of Schedule 13D. Perry Corp. may, at any time and from time to time, review or reconsider its position with respect to the Company, and formulate plans or proposals with respect to any of such matters.

Item 5. Interest in Securities of the Issuer.

(a) As of November 4, 1996, Perry Corp. beneficially owns, within the meaning of Rule 13d-3 under the Exchange Act, 2,691,208 shares of the Common Stock or approximately 5.84% of the outstanding shares of Common Stock (based upon 46,079,300 shares of Common Stock reported to be outstanding by the Company as of July 31, 1996 in the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1996).

(b) Perry Corp. has the power to vote and dispose of the 2,691,208 shares of Common Stock beneficially owned by it, which power may be exercised by its President and sole stockholder, Richard C. Perry.

(c) All transactions in the Common Stock by Perry Corp. during the past 60 days are described on Schedule A hereto.

(d) The shares reported herein by Perry Corp. are owned beneficially by Perry Corp. for the benefit of investor accounts managed and controlled by Perry Corp. Perry Corp. is the managing general partner of Perry Partners LP, a Delaware limited partnership, and is the investment manager of Perry Partners International, Inc., a British Virgin Islands corporation, and several managed accounts. Investors in Perry Partners LP, Perry Partners International, Inc. and such managed accounts have the right to receive dividends and proceeds from the sale of the Common Stock. No such investor has an interest which relates to more than 5% of the Common Stock outstanding.

Because of the foregoing relationships, Perry Corp. and Richard C. Perry disclaim beneficial ownership of shares of Common Stock reported herein, for purposes of Section 13(d) of the Exchange Act or otherwise, other than the portion of such shares which relates to their respective individual economic interests in the shares.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Issuer's Securities

Except as otherwise described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 hereof and between such persons and any person with respect to any securities of the Company, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, put or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

Exhibit 1. Joint Filing Agreement of Perry Corp. and Richard C. Perry, as required by Rule 13D-1(f)(1) promulgated under the Securities Exchange Act of 1934, as amended.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: November 5, 1996

PERRY CORP.

By: /s/ Richard C. Perry  
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Richard C. Perry  
President

/s/ Richard C. Perry  
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Richard C. Perry

## SCHEDULE A

## PERRY CORP.

Transactions in the Common Stock  
in the past 60 days

Trade Date	Stock Symbol*	Number of Shares Purchased/(Sold)	Purchase Price Per Share
10/31/96	MLM	542,408	**
10/21/96	MLM	134,000	23.25
10/21/96	MLMWI	116,000	23.61
10/18/96	MLMWI	25,000	20.98
10/18/96	MLM	(25,000)	21.13
10/10/96	MLMWI	39,200	21.13
10/10/96	MLMWI	22,800	21.13
10/09/96	MLMWI	281,400	21.53
10/08/96	MLMWI	367,700	21.45
10/08/96	MLM	(100,000)	22.38
10/07/96	MLMWI	406,500	21.22
10/07/96	MLM	(196,500)	22.10
10/04/96	MLMWI	200,000	21.13
10/04/96	MLM	73,600	21.79
10/03/96	MLM	43,600	21.63
10/01/96	MLM	60,000	21.40
09/25/96	MLM	500	22.25
09/24/96	MLM	30,900	22.02
09/23/96	MLM	25,000	21.05
09/20/96	MLM	50,000	21.11
09/19/96	MLM	100,000	20.81
09/18/96	MLM	150,000	20.29
09/17/96	MLM	(15,900)	19.84
09/17/96	MLM	60,000	20.48
09/16/96	MLM	300,000	20.17

\* 'MLM' refers to transactions in the Common Stock. 'MLMWI' refers to transactions in the when-issued market for the Common Stock. Except where otherwise indicated, all transactions were ordinary trading transactions effected on the New York Stock Exchange.

\*\* On October 31, 1996, Perry Corp. acquired 542,408 shares of Common Stock from Lockheed Martin Corporation in an exchange offer pursuant to Section 13(e)(4) of the Securities Exchange Act of 1934, as amended, in exchange for Perry Corp.'s tender of 114,917 shares of Lockheed Martin Corporation common stock.



EXHIBIT 1  
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JOINT FILING AGREEMENT  
PURSUANT TO RULE 13D-1(f)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D, as amended, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D, as amended, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: November 5, 1996

PERRY CORP.

By: /s/ Richard C. Perry  
-----  
Richard C. Perry  
President

/s/ Richard C. Perry  
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Richard C. Perry