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MARTIN MARIETTA MATERIALS INC

Form 3

August 16, 2007

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Estimated average burden hours per response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

(Print or Type Responses)

owned directly or indirectly.

1. Name and Address of Reporting

Person * Statement MARTIN MARIETTA MATERIALS INC [MLM] NNS Holding (Month/Day/Year) 08/15/2007 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O M& C CORP. SERVICES, (Check all applicable) PO BOX 309GT, UGLAND HOUSE, SOUTH CHURCH __X__ 10% Owner Director STREET Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person GEORGE TOWN, E9Â E9 _X_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (Instr. 5) $D^{(1)}$ Â Shares of Common Stock, par value \$0.01 3,429,747 Reminder: Report on a separate line for each class of securities beneficially

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

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currently valid OMB control number.

SEC 1473 (7-02)

1. Title of Derivative Security
2. Date Exercisable and General Securities Underlying Conversion Ownership Ownership

(Instr. 4) Expiration Date (Month/Day/Year) Derivative Security or Exercise Form of Ownership

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			(Instr. 4)		Price of	Derivative	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Put option (obligation to buy)	08/15/2007	08/15/2007	Common Stock	66,570	\$ 140	D (1)	Â
Put option (obligation to buy)	08/15/2007	08/15/2007	Common Stock	133,245	\$ 140	D (1)	Â
Put option (obligation to buy)	12/14/2007	12/14/2007	Common Stock	66,570	\$ 140	D (1)	Â
Call option (right to buy) $\frac{(2)}{}$	05/07/2008	05/07/2008	Common Stock	967,897	\$ 131.87	D (1)	Â
Put option (obligation to buy) $\frac{(2)}{}$	05/07/2008	05/07/2008	Common Stock	967,897	\$ 131.87	D (1)	Â

Reporting Owners

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		
NNS Holding C/O M& C CORP. SERVICES, PO BOX 309GT UGLAND HOUSE, SOUTH CHURCH STREET GEORGE TOWN, E9 E9	Â	ÂX	Â	Â		
Sawiris Nassef 3 NESSIM STREET CAIRO, H2 NOT APPLIC	Â	ÂX	Â	Â		
Norman Philip C/O M&C CORPORATE SERVICES UGLAND HOUSE, SOUTH CHURCH STREET GRAND CAYMAN, E9 E9 11221	Â	ÂX	Â	Â		
Signatures						

/s/ NASSEF SAWIRIS - as a director on behalf of NNS Holding	08/16/2007	
**Signature of Reporting Person	Date	
/s/ NASSEF SAWIRIS	08/16/2007	
**Signature of Reporting Person	Date	
/s/ PHILIP NORMAN	08/16/2007	
**Signature of Reporting Person	Date	

Reporting Owners 2

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Explanation of Responses:

- * 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).
- (1) See attached joint filer information.
- The reporting person entered into a European-style forward buy transaction, in which it purchased a call option permitting NNS Holding to call 967,897 shares at an exercise price of \$131.87 per call on May 7, 2008. On the same date and with the same counterparty as the related call, NNS Holding sold a put option giving the counterparty the right to deliver 967,897 shares at an exercise price of \$131.87 on May 7, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.