

Nye C Howard  
 Form 4  
 February 22, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Nye C Howard

2. Issuer Name and Ticker or Trading Symbol  
 MARTIN MARIETTA  
 MATERIALS INC [MLM]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, Pres & CEO

(Last) (First) (Middle)  
 MARTIN MARIETTA  
 MATERIALS, INC., 2710  
 WYCLIFF ROAD  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/20/2019

RALEIGH, NC 27607  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 02/20/2019                           |  | A                              |   | 6,827 A \$ 153.816  | 136,651  | D   |
| Common Stock                    | 02/20/2019                           |  | A                              |   | 11,318 (1) A \$ 0   | 147,969  | D   |
| Common Stock                    | 02/20/2019                           |  | A                              |   | 16,101 (2) A \$ 0   | 164,070  | D   |
| Common Stock                    | 02/20/2019                           |  | F                              |   | 6,933 D \$ 192.27   | 157,137  | D   |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                      |
|---|---------------|-----------|---------|----------------------|
|   | Director      | 10% Owner | Officer | Other                |
| Nye C Howard<br>MARTIN MARIETTA MATERIALS, INC.<br>2710 WYCLIFF ROAD<br>RALEIGH, NC 27607 | X             |           |         | Chairman, Pres & CEO |

## Signatures

/s/ Roselyn R. Bar,  
attorney-in-fact

02/22/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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) Restricted stock unit award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan, which award vests pro rata in equal installments over three years from the date of grant.  
  
Represents the settlement of performance share units into common stock that were granted under the Martin Marietta Amended and Restated Stock Based Award Plan on February 4, 2016. The ultimate amount of shares to be received under the grant depended on the
- (2) achievement of performance goals during a three-year performance period from January 1, 2016 through December 31, 2018. On February 20, 2019, Martin Marietta's Management Development and Compensation Committee certified the attainment of the applicable performance goals and approved the settlement of the PSU grant. The shares underlying the PSUs vested on December 31, 2018.

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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