MARTIN MARIETTA MATERIALS INC
Form 3
August 16, 2007

FORM 3

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

INITIAL STATEMENT OF 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

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Â NNS Holding
(Last) (First) (Middle)

C/O M& C CORP. SERVICES, PO BOX 309GT,Â UGLAND HOUSE, SOUTH CHURCH STREET
(Street)

GEORGE TOWN,Â E9Â E9
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
08/15/2007

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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)
Shares of Common Stock, par value $0.01	3,429,747	D (1)	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(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) (2)	05/07/2008	05/07/2008	Common Stock	967,897	$ 131.87	D (1)	Â
Put option (obligation to buy) (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,Â E9Â E9	Â	Â X	Â	Â
Sawiris Nassef 3 NESSIM STREET CAIRO,Â H2Â NOT APPLIC	Â	Â X	Â	Â
Norman Philip C/O M&C CORPORATE SERVICES UGLAND HOUSE, SOUTH CHURCH STREET GRAND CAYMAN,Â E9Â E9 11221	Â	Â X	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

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.
(2)	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.
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