

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: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â NNS Holding

(Last)

(First)

(Middle)

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 Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line)

☐ Form filed by One Reporting
Person☒ Form filed by More than One
Reporting PersonC/O M& C CORP. SERVICES,
PO BOX 309GT,Â UGLAND
HOUSE, SOUTH CHURCH
STREET

(Street)

GEORGE TOWN,Â E9Â E9

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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⁾ ÂReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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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 Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial
Ownership

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	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 <u>(1)</u>	Â
Put option (obligation to buy)	08/15/2007	08/15/2007	Common Stock	133,245	\$ 140	D <u>(1)</u>	Â
Put option (obligation to buy)	12/14/2007	12/14/2007	Common Stock	66,570	\$ 140	D <u>(1)</u>	Â
Call option (right to buy) <u>(2)</u>	05/07/2008	05/07/2008	Common Stock	967,897	\$ 131.87	D <u>(1)</u>	Â
Put option (obligation to buy) <u>(2)</u>	05/07/2008	05/07/2008	Common Stock	967,897	\$ 131.87	D <u>(1)</u>	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, Å E9Å E9	Å	Å X	Å	Å
Sawiris Nassef 3 NESSIM STREET CAIRO, Å H2Å NOT APPLIC	Å	Å X	Å	Å
Norman Philip C/O M&C CORPORATE SERVICES UGLAND HOUSE, SOUTH CHURCH STREET GRAND CAYMAN, Å E9Å E9 11221	Å	Å X	Å	Å

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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