

SCULLY JOHN H
Form 4
December 02, 2010

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
SCULLY JOHN H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
591 REDWOOD HIGHWAY,
SUITE 3215

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2010

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

MILL VALLEY, CA 94941

4. 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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 11/30/2010 | | J | D | \$ 0 | 0 (1) (5) | I See Footnotes |
| Common Stock | 11/30/2010 | | S | D | \$ 0 | 0 (2) (3) (4) | I See Footnotes |

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

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SEC 1474 (9-02)

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- (3) Additionally, following the above-mentioned transactions, 186,800 shares of the issuer's common stock are owned directly by SF Partners, and may be deemed to be indirectly beneficially owned by (i) SF Advisory, the sole general partner of SF Partners, (ii) SPO Corp., the sole general partner of SF Advisory and (iii) JHS, WEO and EHM, the three controlling persons of SPO Corp. No separate consideration was received in the Sale in respect of the shares of common stock of the issuer owned by SPO Partners and SF Partners.
- (4) Additionally, following the above-mentioned transactions, 1,400 shares of the issuer's common stock are held in the JHS Individual Retirement Account, which is self-directed.
- (5) In prior SPO filings, William J. Patterson and the Elizabeth R. and William J. Patterson Foundation are listed as "Reporting Persons". William J. Patterson passed away on September 24, 2010. As a result, Mr. Patterson and the Elizabeth R. and William J. Patterson Foundation are no longer "Reporting Persons" with respect to shares of common stock of the issuer.

Remarks:

The individuals and entities listed in the notes above may be deemed to form a "group", as such term is defined in Rule 13d-5(b).

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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