

MARTIN MARIETTA MATERIALS INC
Form SC 13G
June 21, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. __)*

Martin Marietta Materials, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

573284106
(CUSIP Number)

June 11, 2012
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

(Page 1 of 11 Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 573284106

13G

Page 2 of 11 Pages

1	NAMES OF REPORTING PERSONS		
	Blue Ridge Limited Partnership		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
			(b) <input checked="" type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION		
	New York		
	5	SOLE VOTING POWER	
		-0-	
	6	SHARED VOTING POWER	
		1,652,900	
	7	SOLE DISPOSITIVE POWER	
		-0-	
	8	SHARED DISPOSITIVE POWER	
		1,652,900	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,652,900		
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES		<input type="checkbox"/>
	CERTAIN SHARES		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	3.61%		
12	TYPE OF REPORTING PERSON		
	PN		

CUSIP No. 573284106

13G

Page 3 of 11 Pages

1	NAMES OF REPORTING PERSONS	
	Blue Ridge Offshore Master Limited Partnership	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/>
		(b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands, BWI	
	5	SOLE VOTING POWER
NUMBER OF		-0-
SHARES	6	SHARED VOTING POWER
BENEFICIALLY		877,100
OWNED BY	7	SOLE DISPOSITIVE POWER
EACH		-0-
REPORTING	8	SHARED DISPOSITIVE POWER
PERSON WITH		877,100
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	877,100	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	<input type="checkbox"/>
	CERTAIN SHARES	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	1.92%	
12	TYPE OF REPORTING PERSON	
	PN	

CUSIP No. 573284106

13G

Page 4 of 11 Pages

1 NAMES OF REPORTING PERSONS
Blue Ridge Capital, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

5	SOLE VOTING POWER	
NUMBER OF	-0-	
SHARES		
6	SHARED VOTING POWER	
BENEFICIALLY	2,530,000	
OWNED BY		
7	SOLE DISPOSITIVE POWER	
EACH	-0-	
8	SHARED DISPOSITIVE POWER	
REPORTING	2,530,000	
PERSON WITH		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,530,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.53%

12 TYPE OF REPORTING PERSON
OO

CUSIP No. 573284106

13G

Page 5 of 11 Pages

1	NAMES OF REPORTING PERSONS	
	John A. Griffin	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/>
		(b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER
		-0-
6		SHARED VOTING POWER
		2,530,000
7		SOLE DISPOSITIVE POWER
		-0-
8		SHARED DISPOSITIVE POWER
		2,530,000
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,530,000	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	5.53%	
12	TYPE OF REPORTING PERSON	
	IN	

CUSIP No. 573284106

13G

Page 6 of 11 Pages

Item 1 (a). NAME OF ISSUER.

The name of the issuer is Martin Marietta Materials, Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 2710 Wycliff Road, Raleigh, NC 27607.

Item 2 (a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Blue Ridge Limited Partnership, a New York limited partnership ("BRLP"), with respect to the shares of Common Stock (as defined in Item 2(d) below) directly held by it;
- (ii) Blue Ridge Offshore Master Limited Partnership, a Cayman Islands exempted limited partnership ("BROMLP"), with respect to the shares of Common Stock directly held by it;
- (iii) Blue Ridge Capital, L.L.C., a New York limited liability company ("BRC"), which serves as the Investment Manager to BRLP and BROMLP, with respect to the shares of Common Stock directly held by BRLP and BROMLP;
- (iv) John A. Griffin with respect to the shares of Common Stock directly held by BRLP and BROMLP.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of Mr. Griffin, BRLP and BRC is 660 Madison Avenue, 20th Floor, New York, NY 10065-8405. The address of the business office of BROMLP is P.O. Box 309GT, Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands.

Item 2(c). CITIZENSHIP:

BRLP is a limited partnership organized under the laws of the State of New York. BROMLP is an exempted limited partnership organized under the laws of the Cayman Islands. BRC is a limited liability company organized under the laws of the State of New York. Mr. Griffin is a United States citizen.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.01 par value (the "Common Stock")

CUSIP No. 573284106

13G

Page 7 of 11 Pages

Item 2(e). CUSIP NUMBER:

573284106

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) .. Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) .. Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) .. Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) .. Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) .. Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) .. Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) .. Parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) .. Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) .. Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. OWNERSHIP.

The percentages used herein are calculated based upon 45,748,026 shares of Common Stock issued and outstanding as of April 20, 2012, as reflected in the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012, filed on May 9, 2012.

A. BRLP

- (a) Amount beneficially owned: 1,652,900
- (b) Percent of class: 3.61%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 1,652,900
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv)

Shared power to dispose or direct the disposition
of: 1,652,900

CUSIP No. 573284106

13G

Page 8 of 11 Pages

B. BROMLP

- (a) Amount beneficially owned: 877,100
- (b) Percent of class: 1.92%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 877,100
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 877,100

C. BRC

- (a) Amount beneficially owned: 2,530,000
- (b) Percent of class: 5.53%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,530,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,530,000

D. John A. Griffin

- (a) Amount beneficially owned: 2,530,000
- (b) Percent of class: 5.53%
- (c)
 - (i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,530,000
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,530,000

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

CUSIP No. 573284106

13G

Page 9 of 11 Pages

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 573284106

13G

Page 10 of 11 Pages

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: June 21, 2012

BLUE RIDGE LIMITED PARTNERSHIP

By: Blue Ridge Capital, L.L.C., as its
Investment Manager

By: /s/ John A. Griffin
Name: John A. Griffin
Title: Managing Member

BLUE RIDGE OFFSHORE MASTER LIMITED
PARTNERSHIP

By: Blue Ridge Capital, L.L.C., as its
Investment Manager

By: /s/ John A. Griffin
Name: John A. Griffin
Title: Managing Member

BLUE RIDGE CAPITAL, L.L.C.

By: /s/ John A. Griffin
Name: John A. Griffin
Title: Managing Member

JOHN A. GRIFFIN

/s/ John A. Griffin

EXHIBIT 1

JOINT FILING AGREEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: June 21, 2012

BLUE RIDGE LIMITED PARTNERSHIP

By: Blue Ridge Capital, L.L.C., as its
Investment Manager

By: /s/ John A. Griffin
Name: John A. Griffin
Title: Managing Member

BLUE RIDGE OFFSHORE MASTER LIMITED
PARTNERSHIP

By: Blue Ridge Capital, L.L.C., as its
Investment Manager

By: /s/ John A. Griffin
Name: John A. Griffin
Title: Managing Member

BLUE RIDGE CAPITAL, L.L.C.

By: /s/ John A. Griffin
Name: John A. Griffin
Title: Managing Member

JOHN A. GRIFFIN

/s/ John A. Griffin

