

Mohr John P
Form 4
February 22, 2019

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

OMB APPROVAL

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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 *
Mohr John P

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)

MARTIN MARIETTA
MATERIALS, INC., 2710
WYCLIFF ROAD

(Street)

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

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
SVP - CIO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 02/20/2019 | | A | | 5,988 (1) | A | \$ 0 |
| Common Stock | 02/20/2019 | | A | | 1,192 (2) | A | \$ 0 |
| Common Stock | 02/20/2019 | | A | | 467 | A | \$ 153.816 |
| Common Stock | 02/20/2019 | | A | | 1,168 (3) | A | \$ 0 |
| | 02/20/2019 | | F | | 363 | D | \$ 192.27 |
| | | | | | | | 10,395 |

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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 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.

- (3) 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.

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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