

MARTIN MARIETTA MATERIALS INC

Form SC 13G/A

February 14, 2013

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934

(Amendment
No. 1)*

Martin Marietta
Materials, Inc.
(Name of
Issuer)

Common Stock
(Title of Class
of Securities)

573284106
(CUSIP
Number)

December 31,
2012
(Date of event
which requires
filing of this
statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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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).

| | | |
|---|--|---|
| | | NAMES OF REPORTING PERSONS |
| 1 | | Blue Ridge Limited Partnership |
| | | CHECK THE APPROPRIATE .. BOX IF A ^(a) .. |
| 2 | | MEMBER ^(b) x OF A |
| | | GROUP |
| 3 | | SEC USE ONLY CITIZENSHIP OR PLACE OF |
| 4 | | ORGANIZATION |
| | | New York |
| | | SOLE VOTING |
| 5 | | POWER |
| | | -0- SHARED VOTING |
| 6 | NUMBER OF SHARES | POWER |
| | BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | -0- SOLE DISPOSITIVE |
| 7 | | POWER |
| | | -0- SHARED DISPOSITIVE |
| 8 | | POWER |
| | | -0- |
| 9 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

10 -0-
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED
11 BY AMOUNT IN
ROW (9)

12 0.00%
TYPE OF
REPORTING
PERSON

PN

| | | |
|--|---|---|
| | | NAMES OF REPORTING PERSONS |
| 1 | | Blue Ridge Offshore Master Limited Partnership |
| | | CHECK THE APPROPRIATE .. BOX IF A (a) .. |
| 2 | | MEMBER (b) x OF A GROUP |
| 3 | | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | | Cayman Islands, BWI |
| | | SOLE VOTING |
| | 5 | POWER |
| | | -0- SHARED VOTING |
| NUMBER OF SHARES | 6 | POWER |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | -0- SOLE DISPOSITIVE |
| | 7 | POWER |
| | | -0- SHARED DISPOSITIVE |
| | 8 | POWER |
| | | -0- |
| 9 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING |

PERSON

-0-

| | |
|----|---|
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) |
|----|---|

| | |
|----|--------------------------------|
| 11 | 0.00% |
| 12 | TYPE OF REPORTING PERSON |

PN

| | | |
|--|---|---|
| | | NAMES OF REPORTING PERSONS |
| 1 | | Blue Ridge Capital, L.L.C. |
| | | CHECK THE APPROPRIATE .. BOX IF A ^(a) .. |
| 2 | | MEMBER ^(b) x OF A |
| | | GROUP |
| 3 | | SEC USE ONLY CITIZENSHIP OR PLACE OF |
| 4 | | ORGANIZATION |
| | | New York |
| | | SOLE VOTING |
| | 5 | POWER |
| | | -0- SHARED VOTING |
| NUMBER OF SHARES | 6 | POWER |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | -0- SOLE DISPOSITIVE |
| | 7 | POWER |
| | | -0- SHARED DISPOSITIVE |
| | 8 | POWER |
| | | -0- |
| 9 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

-0-
CHECK BOX
IF THE
AGGREGATE
10 AMOUNT IN ..
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED
BY AMOUNT IN
ROW (9)
0.00%
TYPE OF
12 REPORTING
PERSON
OO

| | |
|----|---|
| 1 | NAMES OF REPORTING PERSONS |
| 2 | John A. Griffin CHECK THE APPROPRIATE .. BOX IF A (a) |
| 3 | MEMBER (b) x OF A GROUP |
| 4 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 5 | United States SOLE VOTING POWER |
| 6 | -0- SHARED VOTING POWER |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 8 | -0- SOLE DISPOSITIVE POWER |
| 9 | -0- SHARED DISPOSITIVE POWER |
| 10 | -0- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 10 | -0- CHECK BOX IF .. THE |

11 AGGREGATE
AMOUNT IN
ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

12 0.00%
TYPE OF
REPORTING
PERSON

IN

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;

Blue Ridge Capital, L.L.C., a New York limited liability company ("BRC"), which serves as the Investment
(iii) Manager to BRLP and BROMLP, with respect to the shares of Common Stock directly held by BRLP and BROMLP;

John A. Griffin with respect to the shares of Common Stock directly held by BRLP and BROMLP.
(iv)

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.

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

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, Ugland 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")

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Item 2(e). CUSIP NUMBER:

573284106

Item IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK
3. 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);
Employee benefit plan or endowment fund in accordance with
- (f) "Rule 13d-1(b)(1)(ii)(F);

Parent holding company or control person in accordance with
- (g) "Rule 13d-1(b)(1)(ii)(G);
Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (h) "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);
- (i) "Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (j) "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: _____

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Item 4. **OWNERSHIP.**

The percentages used herein are calculated based upon 45,909,373 shares of Common Stock issued and outstanding as of October 23, 2012, as reflected in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, filed on November 6, 2012.

A. BRLP

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0.00%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition of: -0-

B. BROMLP

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0.00%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

C. BRC

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0.00%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

D. John A. Griffin

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0.00%
- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -0-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -0-

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

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.

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.

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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: February 14, 2013

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

