

MARTIN MARIETTA MATERIALS INC

Form 8-K

November 20, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM 8-K
CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) November 15, 2006
Martin Marietta Materials, Inc.

(Exact Name of Registrant as Specified in Its Charter)
North Carolina

(State or Other Jurisdiction of Incorporation)

1-12744

56-1848578

(Commission File Number)

(IRS Employer Identification No.)

2710 Wycliff Road, Raleigh, North Carolina

27607

(Address of Principal Executive Offices)

(Zip Code)

(919) 781-4550

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.

On November 15, 2006, the Board of Directors of the Corporation amended the Restated Bylaws of the Corporation to provide that a director will retire at the annual meeting of shareholders following the director's 7th birthday.

Previously, a person was eligible for election as a director of the Corporation for a three year term only if that term expired not later than December 31 of the calendar year in which such person's 7th birthday occurred. A copy of the Restated Bylaws of the Corporation, as amended, is furnished as Exhibit 3.01 to this report and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

3.01 Restated Bylaws of the Corporation, as of November 15, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARTIN MARIETTA MATERIALS, INC.

(Registrant)

Date: November 20, 2006

By: /s/ Anne H. Lloyd

Anne H. Lloyd,
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.01	Restated Bylaws of the Corporation, as of November 15, 2006.