

MARTIN MARIETTA MATERIALS INC

Form 8-K

January 28, 2005

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) January 27, 2005

**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)

**(919) 781-4550**

(Zip Code)

---

(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))
-

**Item 2.02. Results of Operations and Financial Condition.**

In accordance with General Instruction B.2. of Form 8-K, the following information should not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

On January 27, 2005, the Corporation announced its preliminary, unaudited fourth quarter earnings forecasted range of \$0.74 to \$0.77 per diluted share.

The Corporation issued a press release on January 27, 2005 announcing its preliminary, unaudited fourth quarter earnings forecasted range of \$0.74 to \$0.77 per diluted share.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

99.1 Press Release dated January 27, 2005, announcing the Corporation's preliminary, unaudited fourth quarter earnings forecasted range of \$0.74 to \$0.77 per diluted share.

---

**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: January 27, 2005

By: /s/ Janice K. Henry

---

Janice K. Henry,  
Senior Vice President and Chief Financial  
Officer

---

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated January 27, 2005, announcing the Corporation's preliminary, unaudited fourth quarter earnings forecasted range of \$0.74 to \$0.77 per diluted share.