

MARTIN MARIETTA MATERIALS INC

Form 8-K

October 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) October 19, 2006

Martin Marietta Materials, Inc.

(Exact Name of Registrant as Specified in Its Charter)

North Carolina

(State or Other Jurisdiction of Incorporation)

1-12744

(Commission File Number)

56-1848578

(IRS Employer Identification No.)

2710 Wycliff Road, Raleigh, North Carolina

(Address of Principal Executive Offices)

27607

(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 2.02 Results of Operations and Financial Condition.

On October 19, 2006, the Corporation announced revised third-quarter and annual earnings guidance. For the quarter ended September 30, 2006, the Corporation expects earnings to range from \$1.63 to 1.65 per diluted share. For full year 2006, the Corporation expects earnings to range from \$5.15 to \$5.35 per diluted share. The press release, dated October 19, 2006, is furnished as Exhibit 99.1 to this report and is incorporated by reference herein.

Item 7.01 Regulation FD Disclosure.

On October 19, 2006, the Corporation announced revised third-quarter and annual earnings guidance. For the quarter ended September 30, 2006, the Corporation expects earnings to range from \$1.63 to 1.65 per diluted share. For full year 2006, the Corporation expects earnings to range from \$5.15 to \$5.35 per diluted share. The press release, dated October 19, 2006, is furnished as Exhibit 99.1 to this report and is incorporated by reference herein.

The Corporation will host an online Web simulcast of its third-quarter 2006 earnings conference call on Tuesday, October 31, 2006. The live broadcast of the Corporation's conference call will begin at 2 p.m., Eastern Time, on October 31, 2006. An online replay will be available approximately two hours following the conclusion of the live broadcast. A link to these events will be available at the Corporation's Web site at www.martinmarietta.com. For those investors without online web access, the conference call may also be accessed by calling 913-981-5509, confirmation number 7161451.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release dated October 19, 2006, announcing revised third-quarter and annual earnings guidance.

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: October 20, 2006

By: /s/ Anne H. Lloyd

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

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Press Release dated October 19, 2006, announcing revised third-quarter and annual earnings guidance. |