MARTIN MARIETTA MATERIALS INC
Form 10-Q
October 31, 2006

Table of Contents

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark One)

þ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2006

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

Commission File Number 1-12744

MARTIN MARIETTA MATERIALS, INC.

(Exact name of registrant as specified in its charter)

North Carolina	56-1848578
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
2710 Wycliff Road, Raleigh, NC	27607-3033
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code 919-781-4550

Former name: None

Former name, former address and former fiscal year, if changes since last report.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer þ Accelerated filer o Non-accelerated filer o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

Indicate the number of shares outstanding of each of the issuer s classes of Common Stock, as of the latest practicable date.

Class	Outstanding as of October 27, 2006
Common Stock, $0.01 par value	45,144,572

Page 1 of 47

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES

Item 1. Financial Statements

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	September 30, 2006 (Unaudited)	December 31, 2005 (Audited)	September 30, 2005 (Unaudited)
	(Dollars in Thousands, Except Per Share Data)		
ASSETS			
Current Assets:			
Cash and cash equivalents	$ 22,829	$ 76,745	$ 111,583
Investments		25,000	25,000
Accounts receivable, net	293,702	225,012	288,422
Inventories, net	244,537	222,728	209,451
Current portion of notes receivable	2,299	5,081	3,787
Current deferred income tax benefits	16,022	14,989	6,088
Other current assets	28,900	32,486	21,842
Total Current Assets	608,289	602,041	666,173
Property, plant and equipment	2,695,560	2,501,774	2,452,704
Allowances for depreciation and depletion	(1,416,194)	(1,335,423)	(1,310,939)
Net property, plant and equipment	1,279,366	1,166,351	1,141,765
Goodwill	570,336	569,263	569,284
Other intangibles, net	12,624	18,744	19,541
Noncurrent notes receivable	10,713	27,883	24,565
Other noncurrent assets	51,368	49,034	53,755
Total Assets	$ 2,532,696	$ 2,433,316	$ 2,475,083
LIABILITIES AND SHAREHOLDERS EQUITY			
Current Liabilities:			
Bank overdraft	$ 9,720	$ 7,290	$ 13,724
Accounts payable	89,650	93,445	94,754
Accrued salaries, benefits and payroll taxes	24,675	24,199	24,246
Pension and postretirement benefits	6,260	4,200	4,471
Accrued insurance and other taxes	46,436	39,582	45,092
Income taxes	10,253	1,336	18,611
Current maturities of long-term debt and commercial paper	137,606	863	880
Other current liabilities	35,095	29,207	33,540
Total Current Liabilities	359,695	200,122	235,318

Long-term debt	579,824	709,159	709,780
Pension, postretirement and postemployment benefits	97,222	98,714	88,273
Noncurrent deferred income taxes	144,540	149,972	135,117
Other noncurrent liabilities	89,345	101,664	105,046
Total Liabilities	1,270,626	1,259,631	1,273,534
Shareholders Equity:			
Common stock, par value $0.01 per share	450	457	463
Preferred stock, par value $0.01 per share			
Additional paid-in capital	186,611	240,541	299,193
Accumulated other comprehensive loss	(17,187)	(15,325)	(8,970)
Retained earnings	1,092,196	948,012	910,863
Total Shareholders Equity	1,262,070	1,173,685	1,201,549
Total Liabilities and Shareholders Equity	$ 2,532,696	$ 2,433,316	$ 2,475,083

See accompanying condensed notes to consolidated financial statements.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
	(In Thousands, Except Per Share Data) *(Unaudited)*			
Net Sales	$ 529,643	$ 496,992	$ 1,472,270	$ 1,311,271
Freight and delivery revenues	74,464	66,922	204,387	184,916
Total revenues	604,107	563,914	1,676,657	1,496,187
Cost of sales	381,630	362,103	1,087,013	997,097
Freight and delivery costs	74,464	66,922	204,387	184,916
Total cost of revenues	456,094	429,025	1,291,400	1,182,013
Gross Profit	148,013	134,889	385,257	314,174
Selling, general & administrative expenses	35,254	33,526	108,563	97,155
Research and development	175	189	479	530
Other operating (income) and expenses, net	(2,131)	(6,644)	(9,421)	(10,627)
Earnings from Operations	114,715	107,818	285,636	227,116
Interest expense	10,070	10,772	29,754	32,224
Other nonoperating (income) and expenses, net	239	189	(2,161)	(1,082)
Earnings from continuing operations before income tax expense	104,406	96,857	258,043	195,974
Income tax expense	28,699	20,810	76,665	48,543
Earnings from continuing operations	75,707	76,047	181,378	147,431
Gain (Loss) on discontinued operations, net of related tax expense (benefit) of $344, $582, $1,024 and $(670) respectively	453	313	1,578	(2,522)
Net Earnings	$ 76,160	$ 76,360	$ 182,956	$ 144,909
Net Earnings (Loss) Per Common Share:				
Basic from continuing operations	$ 1.67	$ 1.64	$ 3.98	$ 3.16
Discontinued operations	0.01	0.01	0.04	(0.05)
	$ 1.68	$ 1.65	$ 4.02	$ 3.11

Diluted from continuing operations	$ 1.64	$ 1.61	$ 3.90	$ 3.11
Discontinued operations	0.01	0.01	0.03	(0.05)
	$ 1.65	$ 1.62	$ 3.93	$ 3.06
Cash Dividends Per Common Share	$ 0.275	$ 0.23	$ 0.735	$ 0.63
Reconciliation of denominators for basic and diluted earnings per share computations:				
Basic weighted average number of common shares	45,275	46,349	45,561	46,658
Effect of dilutive employee and director awards	846	824	947	701
Diluted weighted average number of common shares and assumed conversions	46,121	47,173	46,508	47,359

See accompanying condensed notes to consolidated financial statements.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended September 30, 2006	2005
	(Dollars in Thousands) (Unaudited)	
Net earnings	$ 182,956	$ 144,909
Adjustments to reconcile net earnings to cash provided by operating activities:		
Depreciation, depletion and amortization	102,694	103,390
Stock-based compensation expense	9,679	2,488
Gains on divestitures and sales of assets	(6,805)	(6,234)
Deferred income taxes	(3,248)	(4,400)
Excess tax benefits from stock-based compensation transactions	(11,343)	8,084
Other items, net	(3,347)	(3,567)
Changes in operating assets and liabilities, net of effects of acquisitions and divestitures:		
Accounts receivable, net	(68,663)	(68,834)
Inventories, net	(21,931)	2,035
Accounts payable	(3,796)	4,930
Other assets and liabilities, net	33,526	25,227
Net cash provided by operating activities	209,722	208,028
Investing activities:		
Additions to property, plant and equipment	(212,587)	(156,110)
Acquisitions, net	(2,992)	(4,277)
Proceeds from divestitures and sales of assets	26,916	32,818
Purchases of investments		(25,000)
Proceeds from sale of investments	25,000	
Railcar construction advances	(32,077)	
Repayments of railcar construction advances	32,077	
Other investing activities, net		(400)
Net cash used for investing activities	(163,663)	(152,969)
Financing activities:		
Repayments of long-term debt	(440)	(498)
Termination of interest rate swaps		(467)
Borrowings on line of credit and commercial paper	12,190	
Change in bank overdraft	2,430	4,197
Payments on capital lease obligations	(112)	(59)
Dividends paid	(33,843)	(29,345)
Repurchases of common stock	(112,594)	(102,069)

Issuances of common stock	21,051	23,145
Excess tax benefits from stock-based compensation transactions	11,343	
Net cash used for financing activities	(99,975)	(105,096)
Net decrease in cash and cash equivalents	(53,916)	(50,037)
Cash and cash equivalents, beginning of period	76,745	161,620
Cash and cash equivalents, end of period	$ 22,829	$ 111,583
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 28,015	$ 27,755
Cash payments for income taxes	$ 50,238	$ 36,169

See accompanying condensed notes to consolidated financial statements.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY
(Unaudited)

(in thousands)	Shares of Common Stock	Common Stock	Additional Paid-in-Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total Shareholders Equity
Balance at December 31, 2005	45,727	$ 457	$ 240,541	$ (15,325)	$ 948,012	$ 1,173,685
Writeoff of capitalized stripping costs, net					(4,929)	(4,929)
Reclassification of stock-based compensation liabilities to shareholders equity for FAS 123(R) adoption			12,339			12,339
Net earnings					182,956	182,956
Change in fair value of forward starting interest rate swap agreements				(1,862)		(1,862)
Comprehensive earnings						181,094
Dividends declared					(33,843)	(33,843)
Issuances of common stock for stock award plans	658	6	36,633			36,639
Repurchases of common stock	(1,274)	(13)	(112,581)			(112,594)
Stock-based compensation expense			9,679			9,679
Balance at September 30, 2006	45,111	$ 450	$ 186,611	$ (17,187)	$ 1,092,196	$ 1,262,070

See accompanying condensed notes to consolidated financial statements.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Significant Accounting Policies

Basis of Presentation

The accompanying unaudited consolidated financial statements of Martin Marietta Materials, Inc. (the Corporation) have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to the Quarterly Report on Form 10-Q and to Article 10 of Regulation S-X. The Corporation has continued to follow the accounting policies set forth in the audited consolidated financial statements and related notes thereto included in the Corporation s Annual Report on Form 10-K for the year ended December 31, 2005, filed with the Securities and Exchange Commission on February 27, 2006. In the opinion of management, the interim financial information provided herein reflects all adjustments, consisting of normal recurring accruals, necessary for a fair presentation of the results of operations for the interim periods. The results of operations for the nine months ended September 30, 2006 are not indicative of the results to be expected for the full year.

Reclassifications

Certain 2005 amounts have been reclassified to conform to the 2006 presentation. The reclassifications had no impact on previously reported net earnings or financial position.

Sales Taxes

Sales taxes collected from customers are recorded as liabilities until remitted to taxing authorities and therefore are not reflected in the consolidated statements of earnings.

Stripping Costs

Effective January 1, 2006, the Corporation adopted Emerging Issues Task Force Issue 04-06, *Accounting for Stripping Costs in the Mining Industry* (EITF 04-06). EITF 04-06 clarifies that post-production stripping costs, which represent costs of removing overburden and waste materials to access mineral deposits, should be considered costs of the extracted minerals under a full absorption costing system and recorded as a component of inventory to be recognized in costs of sales in the same period as the revenue from the sale of the inventory. Prior to the adoption of EITF 04-06, the Corporation capitalized certain post-production stripping costs and amortized these costs over the lesser of half of the life of the uncovered reserves or 5 years.

In connection with the adoption of EITF 04-06, the Corporation wrote off $8,148,000 of capitalized post-production stripping costs previously reported as other noncurrent assets and a related deferred tax liability of $3,219,000, thereby reducing retained earnings by $4,929,000 at January 1, 2006.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

1. Significant Accounting Policies (continued)

Stock-Based Compensation

The Corporation has stock-based compensation plans for employees and directors as more fully described in Note 9. Effective January 1, 2006, the Corporation adopted Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment* (FAS 123 (R)) to account for these plans. FAS 123 (R) requires all forms of share-based payments to employees, including stock options, to be recognized as compensation expense. The compensation expense is the fair value of the awards at the measurement date. Further, FAS 123 (R) requires compensation cost to be recognized over the requisite service period for all awards granted subsequent to adoption. As required by FAS 123 (R), the Corporation will continue to recognize compensation cost over the explicit vesting period for all unvested awards as of January 1, 2006, with acceleration for any remaining unrecognized compensation cost if an employee retires prior to the end of the vesting period.

The Corporation adopted the provisions of FAS 123(R) using the modified prospective transition method, which recognizes stock option awards as compensation expense for unvested awards as of January 1, 2006 and awards granted or modified subsequent to that date. In accordance with the modified prospective transition method, the Corporation s consolidated statements of earnings for the three and nine months ended September 30, 2005 and its consolidated statement of cash flows for the nine months ended September 30, 2005 have not been restated and do not include the impact of FAS 123(R).

Under FAS 123(R), an entity may elect either the accelerated expense recognition method or a straight-line recognition method for awards subject to graded vesting based on a service condition. The Corporation elected to use the accelerated expense recognition method for stock options issued to employees. The accelerated recognition method requires stock options that vest ratably to be divided into tranches. The expense for each tranche is allocated to its particular vesting period.

The adoption of FAS 123(R) did not change the Corporation s accounting for stock-based compensation related to restricted stock awards, incentive compensation awards and nonemployee directors   awards. The Corporation continues to expense the fair value of these awards based on the closing price of the Corporation s common stock on the awards   respective measurement dates.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

1. Significant Accounting Policies (continued)

Stock-Based Compensation (continued)

The adoption of FAS 123(R) resulted in the recognition of compensation expense for stock options granted by the Corporation during the year. No stock options were granted during the quarter ended September 30, 2006. During the nine months ended September 30, 2006, the Corporation recognized $2,249,000 of compensation expense for the May 2006 grant of 168,393 stock options (141,393 to employees and 27,000 to directors). Of this amount, $885,000 relates to directors options that were expensed at the grant date as the options vested immediately. The remaining options are being expensed over their requisite service periods. With the current forfeiture rate assumptions, total stock-based compensation expense to be recognized for the May 2006 option grant is $5,397,000, of which $3,148,000 has yet to be recognized as of September 30, 2006.

The impact of expensing stock options granted in 2006 and the unvested portion of outstanding employee stock options at January 1, 2006 affected the Corporation s results of operations as follows:

	Three Months Ended September 30, 2006	Nine Months Ended September 30, 2006
Decreased earnings from continuing operations before income tax expense by:	$ 1,440,000	$ 4,629,000
Decreased earnings from continuing operations and net earnings by:	$ 871,000	$ 2,799,000
Decreased basic earnings per share by:	$ 0.02	$ 0.06
Decreased diluted earnings per share by:	$ 0.02	$ 0.06

Furthermore, FAS 123(R) requires tax benefits attributable to stock-based compensation transactions to be classified as financing cash flows. Prior to the adoption of FAS 123(R), the Corporation presented excess tax benefits from stock-based compensation transaction as an operating cash flow on its consolidated statements of cash flows. The $11,343,000 excess tax benefit classified as a financing cash flow for the nine months ended September 30, 2006 would have been classified as an operating cash inflow had the Corporation not adopted FAS 123(R).

In connection with the adoption of FAS 123(R), the Corporation reclassified $12,339,000 of stock-based compensation liabilities to additional paid-in-capital, thereby increasing shareholders equity at January 1, 2006.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

1. Significant Accounting Policies (continued)

Stock-Based Compensation (continued)

Prior to January 1, 2006, the Corporation accounted for its stock-based compensation plans under the intrinsic value method prescribed by APB Opinion 25, *Accounting for Stock Issued to Employees*, and related Interpretations. As the Corporation granted stock options with an exercise price equal to the market value of the stock on the date of grant, no stock-based compensation cost for stock options granted was recognized in net earnings as reported in the consolidated statements of earnings prior to adopting FAS 123(R). The following table illustrates the effect on net earnings and earnings per share if the Corporation had applied the fair value recognition provisions of Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation* (FAS 123) (dollars in thousands, except per share amounts):

	Three Months Ended September 30, 2005	Nine Months Ended September 30, 2005
Net earnings, as reported	$ 76,360	$ 144,909
Add: Stock-based compensation expense included in reported net earnings, net of related tax effects	569	1,425
Deduct: Stock-based compensation expense determined under fair value for all awards, net of related tax effects	(1,347)	(4,288)
Pro forma net earnings	$ 75,582	$ 142,046
Earnings per share:		
Basic-as reported	$ 1.65	$ 3.11
Basic-pro forma	$ 1.63	$ 3.04
Diluted-as reported	$ 1.62	$ 3.06
Diluted-pro forma	$ 1.60	$ 3.00

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

1. Significant Accounting Policies (continued)

Stock-Based Compensation (continued)

The Corporation used a lattice valuation model to determine the fair value of stock option awards granted in 2006 and 2005. The lattice valuation model takes into account employees exercise patterns based on changes in the Corporation s stock price and other variables and is considered to result in a more accurate valuation of employee stock options than the Black-Scholes valuation model. The period of time for which options are expected to be outstanding, or expected term of the option, is a derived output of the lattice valuation model. The Corporation considers the following factors when estimating the expected term of options: vesting period of the award, expected volatility of the underlying stock, employees ages and external data. Other key assumptions used in determining the fair value of the stock options awarded in 2006 and 2005 were:

	2006	2005
Risk-free interest rate	4.90%	3.80%
Dividend yield	1.10%	1.60%
Volatility factor	31.20%	30.80%
Expected term	6.9 years	6.3 years

Based on these assumptions, the weighted-average fair value of each stock option granted was $33.21 for 2006 and $18.72 for 2005.

The risk-free interest rate reflects the interest rate on zero-coupon U.S. government bonds available at the time each option was granted having a remaining life approximately equal to the option s expected life. The dividend yield represents the dividend rate expected to be paid over the option s expected life and is based on the Corporation s historical dividend payments and targeted dividend pattern. The Corporation s volatility factor measures the amount by which its stock price is expected to fluctuate during the expected life of the option and is based on historical stock price changes and other factors. Additionally, FAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The Corporation estimated forfeitures and will ultimately recognize compensation cost only for those stock-based awards that vest.

Comprehensive Earnings

Comprehensive earnings for the Corporation consist of net earnings and, for the three and nine months ended September 30, 2006, a $1,862,000 loss for the change in fair value of forward starting interest rate swaps. For the three and nine months ended September 30, 2006, comprehensive earnings were $74,298,000 and $181,094,000, respectively.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

2. Business Combinations and Divestitures

In 2006 and 2005, the Corporation disposed of certain underperforming operations in its Aggregates operating segment. These divestitures represent discontinued operations, and, therefore, the results of their operations through the dates of disposal and any gain or loss on disposals are included in discontinued operations on the consolidated statements of earnings.

The discontinued operations included the following net sales, pretax gain or loss on operations, pretax gain or loss on disposals, income tax expense or benefit and overall net earnings or loss (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Net sales	$ 95	$ 2,494	$ 387	$ 9,936
Pretax gain (loss) on operations	$ 50	$ 895	$ (368)	$ (2,268)
Pretax gain (loss) on disposals	747		2,970	(924)
Pretax gain (loss)	797	895	2,602	(3,192)
Income tax expense (benefit)	344	582	1,024	(670)
Net earnings (loss)	$ 453	$ 313	$ 1,578	$ (2,522)

3. Inventories

	September 30, 2006	December 31, 2005	September 30, 2005
		(Dollars in Thousands)	
Finished products	$ 198,541	$ 185,681	$ 174,645
Products in process and raw materials	17,975	17,990	17,443
Supplies and expendable parts	40,202	31,158	28,430
	256,718	234,829	220,518
Less allowances	(12,181)	(12,101)	(11,067)
Total	$ 244,537	$ 222,728	$ 209,451

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

4. Goodwill

The following table shows changes in goodwill, all of which relate to the Aggregates segment (dollars in thousands):

	Three Months Ended September 30, 2006	Nine Months Ended September 30, 2006
Balance at beginning of period	$ 570,336	$ 569,263
Adjustments to purchase price allocations		1,998
Amounts allocated to divestitures		(925)
Balance at end of period	$ 570,336	$ 570,336

5. Long-Term Debt

	September 30, 2006	December 31, 2005	September 30, 2005
		(Dollars in Thousands)	
6.875% Notes, due 2011	$ 249,821	$ 249,800	$ 249,793
5.875% Notes, due 2008	204,746	206,277	206,775
6.9% Notes, due 2007	124,994	124,988	124,987
7% Debentures, due 2025	124,308	124,295	124,291
Commercial paper and line of credit, interest rates ranging from 4.40 % to 5.45%	12,190		
Acquisition notes, interest rates ranging from 2.11% to 8.00%	731	3,657	3,773
Other notes	640	1,005	1,041
	717,430	710,022	710,660
Less current maturities	(137,606)	(863)	(880)
Total	$ 579,824	$ 709,159	$ 709,780

The carrying values of the notes due in 2008 included $5,022,000, $6,640,000 and $7,167,000 at September 30, 2006, December 31, 2005 and September 30, 2005, respectively, for the unamortized value of terminated interest rate swaps.

In June 2006, the Corporation extended the expiration date of its $250,000,000 five-year revolving credit agreement (the Credit Agreement) by one year to June 30, 2011. No borrowings were outstanding under the Credit Agreement at September 30, 2006, December 31, 2005 or September 30, 2005. However, the Credit Agreement supports a $250,000,000 commercial paper program, of which borrowings of $11,000,000 were outstanding at September 30,

2006. No borrowings were outstanding under the commercial paper program at December 31, 2005 or September 30, 2005.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

5. Long-Term Debt (continued)

In September 2006, the Corporation entered into two forward starting interest rate swap agreements (the Swap Agreements) with a total notional amount of $150,000,000. Each of the two Swap Agreements covers $75,000,000 of principal. The Swap Agreements locked in at 5.42% the interest rate relative to LIBOR related to $150,000,000 of the Corporation s anticipated refinancing of its $200,000,000 5.875% Notes due in 2008. Each of the Swap Agreements provides for a single payment at its mandatory termination date, December 1, 2008. If the LIBOR swap rate increases above 5.42% on the mandatory termination date, the Corporation will receive a payment from each of the counterparties based on the notional amount of each agreement over an assumed 10-year period. If the LIBOR swap rate falls below 5.42% on the mandatory termination date, the Corporation will be obligated to make a payment to each of the counterparties on the same basis. In accordance with Statement of Financial Accounting Standards No. 133 *Accounting for Derivative Instruments and Hedging Activities* (FAS 133), the fair values of the Swap Agreements are recorded as an asset or liability in the consolidated balance sheet. The change in fair value is recorded directly in shareholders equity as other comprehensive earnings/loss. At September 30, 2006, the fair value of the Swap Agreements was a liability of $1,862,000 and was included in other noncurrent liabilities in the Corporation s consolidated balance sheet with a corresponding loss of $1,862,000 recorded in other comprehensive earnings/loss.

At September 30, 2006, $1,190,000 was outstanding under a $10,000,000 line of credit. No borrowings were outstanding under the line of credit at December 31, 2005 or September 30, 2005.

6. Income Taxes

	Nine Months Ended September 30,	
	2006	2005
Estimated effective income tax rate:		
Continuing operations	29.7%	24.8%
Discontinued operations	39.4%	21.0%
Overall	29.8%	24.8%

The Corporation s effective tax rate reflects the effect of state income taxes and the impact of differences in book and tax accounting arising from the net permanent benefits associated with the depletion allowances for mineral reserves, the domestic production deduction, foreign operating earnings and the tax effect of nondeductibility of goodwill related to asset sales. The effective income tax rates for discontinued operations reflect the tax effects of individual operations transactions and are not indicative of the Corporation s overall effective tax rate.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

6. Income Taxes (continued)

The change in the year-to-date estimated effective income tax rate during the third quarter of 2006, when compared with the year-to-date effective tax rate as of June 30, 2006, increased net earnings for the quarter ended September 30, 2006 by $2,679,000, or $0.06 per diluted share. The change was due to discrete tax events primarily consisting of the reversal of tax contingencies related to the expiration of the statute of limitations for the 2002 tax year, providing reserves for tax contingencies and the evaluation of deferred taxes.

The change in the year-to-date estimated effective income tax rate during the third quarter of 2005, as compared with the year-to-date effective tax rate as of June 30, 2005, increased net earnings for the nine months ended September 30, 2005 by $6,000,000. Included in this change is $6,700,000, or $0.14 per diluted share, of discrete tax events primarily consisting of the reversal of $5,900,000 of reserves for tax contingencies related to the expiration of the statute of limitations for the 2001 tax year.

The overall effective income tax rate for the nine months ended September 30, 2005 reflects the benefit of a decrease in tax reserves related to certain international tax issues currently under examination that increased net earnings by $1,000,000, or $0.02 per diluted share. Additionally, the State of Ohio enacted tax reform legislation that reduced income tax expense and increased net earnings by $1,200,000, or $0.02 per diluted share, during the nine months ended September 30, 2005.

7. Pension and Postretirement Benefits

The following presents the estimated components of the recorded net periodic benefit cost for pension and postretirement benefits for the quarter ended September 30 (dollars in thousands):

	Pension		Postretirement Benefits	
	2006	2005	2006	2005
Service cost	$ 3,050	$ 2,698	$ 138	$ 141
Interest cost	4,523	4,115	670	743
Expected return on assets	(4,901)	(4,422)		
Amortization of:				
Prior service cost	185	165	(324)	(323)
Actuarial loss (gain)	714	524	(60)	(37)
Total net periodic benefit cost	$ 3,571	$ 3,080	$ 424	$ 524

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

7. Pension and Postretirement Benefits (continued)

The following presents the estimated components of the recorded net periodic benefit cost for pension and postretirement benefits for the nine months ended September 30 (dollars in thousands):

	Pension		Postretirement Benefits	
	2006	2005	2006	2005
Service cost	$ 9,154	$ 8,155	$ 414	$ 425
Interest cost	13,577	12,435	2,009	2,234
Expected return on assets	(14,711)	(13,364)		
Amortization of:				
Prior service cost	556	499	(971)	(971)
Actuarial loss (gain)	2,144	1,583	(179)	(110)
Total net periodic benefit cost	$ 10,720	$ 9,308	$ 1,273	$ 1,578

The Corporation made a $12,000,000 voluntary contribution to its pension plan in the third quarter of 2006. The contribution was deductible for tax purposes for the 2005 tax year. No additional contributions are expected during the remainder of the year.

8. Contingencies

In the opinion of management and counsel, it is unlikely that the outcome of litigation and other proceedings, including those pertaining to environmental matters, relating to the Corporation and its subsidiaries, will have a material adverse effect on the results of the Corporation s operations or its financial position.

9. Stock-Based Compensation

The shareholders approved, on May 23, 2006, the Martin Marietta Materials, Inc. Stock-Based Award Plan, as amended from time to time (along with the Amended Omnibus Securities Award Plan, originally approved in 1994, the Plans). The Corporation has been authorized by the Board of Directors to repurchase shares of the Corporation s common stock for issuance under the Plans.

Under the Plans, the Corporation grants options to employees to purchase its common stock at a price equal to the market value at the date of grant. The Corporation granted 141,393 employee stock options during the nine months ended September 30, 2006. Options granted in 2006 and 2005 become exercisable in four annual installments beginning one year after date of grant and expire eight years from such date. Options granted in years prior to 2005 become exercisable in three equal annual installments beginning one year after date of grant and expire ten years from such date.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

9. Stock-Based Compensation (continued)

Pursuant to the Plans, each nonemployee director currently receives 3,000 non-qualified stock options annually. During the nine months ended September 30, 2006, the Corporation granted 27,000 options to nonemployee directors. These options have an exercise price equal to the market value at the date of grant, vest immediately and expire ten years from the grant date.

The following table includes summary information for stock options for employees and nonemployee directors for the nine months ended September 30, 2006:

	Number of Options	Weighted-Average Exercise Price	Weighted-Average Remaining Life (years)	Aggregate Intrinsic Value
Outstanding at December 31, 2005	2,478,220	$ 43.97		
Granted	168,393	$ 89.02		
Exercised	(778,784)	$ 42.48		$39,583,000
Terminated	(16,593)	$ 58.38		
Outstanding at September 30, 2006	1,851,236	$ 48.57	5.7	$66,730,000
Exercisable at September 30, 2006	1,463,460	$ 44.67	5.2	$58,470,000

For the nine months ended September 30, 2005, the intrinsic value of options exercised was $21,448,000. The intrinsic values of options exercised during the nine months ended September 30, 2006 and 2005 were based on the closing prices of the Corporation s common stock on the dates of exercise. The aggregate intrinsic value for options outstanding and exercisable at September 30, 2006 was based on the closing price of the Corporation s common stock at September 30, 2006, which was $84.62.

Additionally, an incentive stock plan has been adopted under the Plans whereby certain participants may elect to use up to 50% of their annual incentive compensation to acquire units representing shares of the Corporation s common stock at a 20% discount to the market value on the date of the incentive compensation award. Certain executive officers are required to participate in the incentive stock plan at certain minimum levels. Participants earn the right to receive their respective shares at the discounted value generally at the end of a 35-month period of additional employment from the date of award or at retirement beginning at age 62. All rights of ownership of the common stock convey to the participants upon the issuance of their respective shares at the end of the ownership-vesting period, with the exception of dividend equivalents that are paid on the units during the vesting period.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

9. Stock-Based Compensation (continued)

The Corporation grants restricted stock awards under the Plans to a group of executive officers and key personnel. Certain restricted stock awards are based on specific common stock performance criteria over a specified period of time. In addition, certain awards were granted to individuals to encourage retention and motivate key employees. These awards generally vest if the employee is continuously employed over a specified period of time and require no payment from the employee.

The following table summarizes information for incentive compensation awards and restricted stock awards for the nine months ended September 30, 2006:

	Incentive Compensation Awards		**Restricted Stock Awards**	
	Number of Awards	Weighted-Average Grant-Date Fair Value	Number of Awards	Weighted-Average Grant-Date Fair Value
Balance at December 31, 2005	69,855		276,712	
Awarded	27,302	$91.05	119,306	$88.85
Distributed	(2,611)		(695)	
Forfeited	(4,064)		(9,736)	
Balance at September 30, 2006	90,482		385,587	
Aggregate intrinsic value	$3,140,000		$32,628,000	

The weighted-average grant-date fair value for incentive compensation awards and restricted awards granted during the nine months ended September 30, 2005 was $55.15 and $60.63, respectively.

The aggregate intrinsic values for incentive compensation awards and restricted stock awards at September 30, 2006 were based on the closing price of the Corporation s common stock at September 30, 2006, which was $84.62.

At September 30, 2006, approximately 1,294,000 shares were available for grant under the Plans.

In 1996, the Corporation adopted the Shareholder Value Achievement Plan to award shares of the Corporation s common stock to key senior employees based on certain common stock performance criteria over a long-term period. Under the terms of this plan, 250,000 shares of common stock were reserved for issuance. Through September 30, 2006, 42,025 shares have been issued under this plan. No awards have been granted under this plan after 2000.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

9. Stock-Based Compensation (continued)

Also, the Corporation adopted and the shareholders approved the Common Stock Purchase Plan for Directors in 1996, which provides nonemployee directors the election to receive all or a portion of their total fees in the form of the Corporation s common stock. The Corporation has reserved 300,000 shares of common stock for issuance in connection with this plan. Currently, directors are required to defer at least 50% of their retainer in the form of the Corporation s common stock at a 20% discount to market value. Directors elected to defer portions of their fees representing 6,858 shares of the Corporation s common stock under this plan during the nine months ended September 30, 2006.

The following table summarizes stock-based compensation expense for the three and nine months ended September 30, 2006 and 2005, unrecognized compensation cost for nonvested awards at September 30, 2006 and the weighted-average period over which unrecognized compensation cost is expected to be recognized:

	Stock Options	Restricted Stock Awards	Incentive Compensation Awards	Directors Awards	Total
Stock-based compensation expense recognized for three months ended September 30:					
2006	$1,440,000	$ 1,919,000	$ 99,000	$156,000	$ 3,614,000
2005	$	$ 733,000	$ 78,000	$150,000	$ 961,000
Stock-based compensation expense recognized for nine months ended September 30:					
2006	$4,629,000	$ 4,181,000	$354,000	$515,000	$ 9,679,000
2005	$	$ 1,773,000	$235,000	$480,000	$ 2,488,000
Unrecognized compensation cost at September 30, 2006:	$4,607,000	$12,965,000	$444,000	$236,000	$18,252,000
Weighted-average period over which unrecognized compensation cost to be recognized:	1.8 years	2.5 years	1.3 years	0.6 years	

For the nine months ended September 30, 2006, the Corporation recognized a tax benefit related to stock-based compensation of $3,791,000.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

9. Stock-Based Compensation (continued)

The following presents expected stock-based compensation expense in future periods for outstanding awards as of September 30, 2006:

Remainder of 2006	$ 3,549,000
2007	7,273,000
2008	4,302,000
2009	2,328,000
2010	691,000
2011	109,000
Total	$ 18,252,000

Stock-based compensation expense is included in selling, general and administrative expenses on the Corporation s consolidated statements of earnings.

10. Business Segments

The Corporation conducts its operations through two reportable business segments: Aggregates and Specialty Products. The following tables display selected financial data for the Corporation s reportable business segments (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Total revenues:				
Aggregates	$ 564,077	$ 528,917	$ 1,550,861	$ 1,392,956
Specialty Products	40,030	34,997	125,796	103,231
Total	$ 604,107	$ 563,914	$ 1,676,657	$ 1,496,187
Net sales:				
Aggregates	$ 493,768	$ 465,796	$ 1,358,558	$ 1,218,860
Specialty Products	35,875	31,196	113,712	92,411
Total	$ 529,643	$ 496,992	$ 1,472,270	$ 1,311,271
Earnings from operations:				
Aggregates	$ 109,619	$ 105,332	$ 266,551	$ 220,422
Specialty Products	5,096	2,486	19,085	6,694

Total	$ 114,715	$ 107,818	$ 285,636	$ 227,116

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

11. Accounting Changes

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 158, *Employers Accounting for Defined Benefit Pension and Other Postretirement Benefits, an amendment of FAS 87, 88, 106 and 132(R)* (FAS 158). FAS 158 requires an employer that sponsors one or more defined benefit pension or other postretirement plans to recognize an asset or liability for the overfunded or underfunded status of the plan. Additionally, employers would be required to record all unrecognized prior service costs and credits, unrecognized actuarial gains and losses and any unrecognized transition obligations or assets in accumulated other comprehensive income. Such amounts would be reclassified into earnings as components of net period benefit cost/income pursuant to the current recognition and amortization provisions of Statements of Financial Accounting Standards No. 87, *Employers Accounting for Pension*s (FAS 87) and No. 106, *Employers Accounting for Postretirement Benefits Other than Pensions* (FAS 106). Finally, FAS 158 requires an employer to measure plan assets and benefit obligations as of the date of the employer s statement of financial position. Except for the measurement date requirement, FAS 158 is effective for fiscal years ending after December 15, 2006 and should be applied prospectively. The measurement date requirement would be effective for fiscal years ending after December 31, 2008. At December 31, 2005, the Corporation s pension plans were underfunded by $59,700,000 and its postretirement plans, which provide medical benefits for retirees, were underfunded by $51,600,000. Further, the Corporation currently uses an annual measurement date of November 30. The adoption of FAS 158 will not affect the Corporation s consolidated results of operations.

In July 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertain Tax Positions, an Interpretation of FAS 109* (FIN 48), which clarifies the criteria for recognition and measurement of benefits from uncertain tax positions. Under FIN 48, an entity should recognize a tax benefit when it is more-likely-than-not , based on the technical merits, that the position would be sustained upon examination by a taxing authority. The amount to be recognized should be measured as the largest amount of tax benefit that is greater than 50 percent likely of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. Furthermore, any change in the recognition, derecognition or measurement of a tax position should be recognized in the interim period in which the change occurs. FIN 48 is effective January 1, 2007 for the Corporation, and any change in net assets as a result of applying the Interpretation will be recognized as an adjustment to retained earnings at that date. Management is in the process of evaluating its uncertain tax positions in accordance with FIN 48.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

OVERVIEW Martin Marietta Materials, Inc. (the Corporation), conducts its operations through two reportable business segments: Aggregates and Specialty Products. The Corporation s net sales and earnings are predominately derived from its Aggregates segment, which processes and sells granite, limestone, and other aggregates products from a network of 318 quarries, distribution facilities and plants in 28 states in the southeastern, southwestern, midwestern and central regions of the United States and in the Bahamas and Canada. The Aggregates segment s products are used primarily by commercial customers principally in domestic construction of highways and other infrastructure projects and for commercial and residential buildings. The Specialty Products segment produces magnesia-based chemicals products used in industrial, agricultural and environmental applications; dolomitic lime sold primarily to customers in the steel industry; and structural composite products used in a wide variety of applications, both military and commercial.

CRITICAL ACCOUNTING POLICIES The Corporation outlined its critical accounting policies in its Annual Report on Form 10-K for the year ended December 31, 2005, filed with the Securities and Exchange Commission on February 27, 2006. As discussed in Note 9 to the Consolidated Financial Statements, the Corporation adopted Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment* (FAS 123(R)) on January 1, 2006. FAS 123(R) requires all forms of share-based payments to employees, including employee stock options, to be recognized as compensation expense. The compensation expense is the fair value of the awards at the measurement date. The Corporation adopted the provisions of FAS 123(R) using the modified prospective transition method, which recognizes stock option awards as compensation expense for unvested awards as of January 1, 2006 and awards granted or modified subsequent to that date. In accordance with the modified prospective transition method, the Corporation s consolidated statements of earnings and cash flows for the prior-year periods have not been restated. The impact to the Corporation of adopting FAS 123(R) and expensing stock options granted in 2006 and the unvested portion of outstanding employee stock options was as follows:

	Three Months Ended September 30, 2006	Nine Months Ended September 30, 2006
Decreased earnings from continuing operations before income tax expense by:	$ 1,440,000	$ 4,629,000
Decreased earnings from continuing operations and net earnings by:	$ 871,000	$ 2,799,000
Decreased basic earnings per share by:	$ 0.02	$ 0.06
Decreased diluted earnings per share by:	$ 0.02	$ 0.06

In addition, the Corporation reclassified $12,339,000 of stock-based compensation liabilities to additional paid-in-capital, thereby increasing shareholders equity at January 1, 2006.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

Prior to January 1, 2006, the Corporation accounted for its stock-based compensation plans under the intrinsic value method prescribed by APB Opinion 25, *Accounting for Stock Issued to Employees*, and related Interpretations. Compensation cost was recognized in net earnings for awards granted under those plans with an exercise price less than the market value of the underlying common stock on the date of grant. For nonqualified stock options granted under those plans with an exercise price equal to the market value of the stock on the date of grant, no compensation cost was recognized in net earnings as reported in the consolidated statement of earnings. Rather, stock-based compensation expense was included as a pro forma disclosure in the notes to the financial statements. Pro forma disclosures of net earnings and earnings per share continue to be provided for periods prior to January 1, 2006.

The Corporation has stock-based compensation plans for certain of its employees and its nonemployee directors. All stock-based compensation equity awards are units until distributed as shares of common stock upon vesting. The plans provide for the following types of equity awards:

- Nonqualified stock options to certain employees and nonemployee directors
- Restricted stock awards to certain employees (restricted stock awards)
- Stock awards to certain employees related to incentive compensation (incentive compensation awards)
- Common stock purchase plan for nonemployee directors related to their annual retainer and meeting fees (directors awards)

In 2005, the Corporation s Management Development and Compensation Committee redesigned the Corporation s long-term compensation program to more directly tie pay with performance. Prior to redesign, the long-term compensation program consisted primarily of stock options, which were awarded based on a multiple of base compensation and targeted to be competitive with equity awards granted for comparable positions in other corporations similar to the Corporation. The revised program consists of a mix of stock options and restricted stock awards for senior level employees and restricted stock awards for other participants. Awards granted under the revised program are based on the Corporation s achievement of specific goals related to the return on invested capital as compared to its weighted average cost of capital. Additionally, the Corporation may grant restricted stock awards based on its performance relative to peer groups to certain employees.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

The following table summarizes stock-based compensation expense for the three and nine months ended September 30, 2006 and 2005, unrecognized compensation cost for nonvested awards at September 30, 2006 and the weighted-average period over which unrecognized compensation cost is expected to be recognized:

	Stock Options	Restricted Stock Awards	Incentive Compensation Awards	Directors Awards	Total
Stock-based compensation expense recognized for three months ended September 30:					
2006	$ 1,440,000	$ 1,919,000	$ 99,000	$ 156,000	$ 3,614,000
2005	$	$ 733,000	$ 78,000	$ 150,000	$ 961,000
Stock-based compensation expense recognized for nine months ended September 30:					
2006	$ 4,629,000	$ 4,181,000	$ 354,000	$ 515,000	$ 9,679,000
2005	$	$ 1,773,000	$ 235,000	$ 480,000	$ 2,488,000
Unrecognized compensation cost at September 30, 2006:	$ 4,607,000	$ 12,965,000	$ 444,000	$ 236,000	$ 18,252,000
Weighted-average period over which unrecognized compensation cost to be recognized:	1.8 years	2.5 years	1.3 years	0.6 years	

The following presents a horizon for stock-based compensation expense for outstanding awards as of September 30, 2006:

Remainder of 2006	$ 3,549,000
2007	7,273,000
2008	4,302,000
2009	2,328,000
2010	691,000
2011	109,000

Total	$ 18,252,000

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

Valuation of Stock-Based Compensation Awards

The Corporation used a lattice valuation model to determine the fair value of stock option awards granted in 2006, 2005 and 2004. The Black-Scholes valuation model was used for stock options granted prior to 2004. The lattice valuation model takes into account exercise patterns based on changes in the Corporation s stock price, the lack of transferability of the awards and other complex and subjective variables and is considered to result in a more accurate valuation of stock options than the Black-Scholes valuation model. The period of time for which options are expected to be outstanding, or expected term of the option, is a derived output of the lattice valuation model. The Corporation considers the following factors when estimating the expected term of options: vesting period of the award, expected volatility of the underlying stock, employees ages and external data.

Other key assumptions used in determining the fair value of the stock options awarded in 2006 and 2005 were:

	2006	2005
Risk-free interest rate	4.90%	3.80%
Dividend yield	1.10%	1.60%
Volatility factor	31.20%	30.80%
Expected term	6.9 years	6.3 years

Based on these assumptions, the weighted-average fair value of each stock option granted was $33.21 for 2006 and $18.72 for 2005.

The risk-free interest rate reflects the interest rate on zero-coupon U.S. government bonds available at the time each option was granted having a remaining life approximately equal to the option s expected life. The dividend yield represents the dividend rate expected to be paid over the option s expected life and is based on the Corporation s historical dividend payments and targeted dividend pattern. The Corporation s dividend pattern is outlined in its Annual Report on Form 10-K for the year ended December 31, 2005, filed with the Securities and Exchange Commission on February 27, 2006. The Corporation s volatility factor measures the amount by which its stock price is expected to fluctuate during the expected life of the option and is based on historical stock price changes.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

Any change in the aforementioned assumptions could affect the estimated fair value of future stock options. The following table shows the impact on the fair value estimate if there were a change in any of the key assumptions:

An increase to the:	Results in a fair value that is:
Price of the underlying common stock	Higher
Exercise price of option	Lower
Expected term of option	Higher
Risk-free interest rate	Higher
Expected dividends on stock	Lower
Expected volatility of stock	Higher

Restricted stock awards require no payment from the employee upon distribution. Therefore, the closing price of the Corporation s common stock on the measurement date represents the fair value of these awards.

Incentive compensation awards allow participants to use up to 50% of their annual incentive compensation to acquire units representing shares of the Corporation s common stock at a 20% discount to the market value on the date of the incentive compensation award. Certain executive officers are required to participate in the incentive compensation plan at certain minimum levels. The Corporation expenses the 80% purchase price to the employees in the year the employees earn the incentive compensation. Additionally, the Corporation amortizes the 20% discount over 35 months for unvested awards as of January 1, 2006 and/or over the requisite service period for awards granted subsequent to the adoption of FAS 123(R). The expense related to the 20% discount is based on the closing price of the Corporation s common stock on the measurement date of the award.

Common stock awards provide nonemployee directors the election to receive all or a portion of their total fees in the form of the Corporation s common stock. Currently, directors are required to defer at least 50% of their annual retainer in the form of the Corporation s common stock at a 20% discount to market value. The Corporation expenses directors fees in the period in which they are earned, with the exception of the annual retainer, which is expensed over a 12 month period from the award date. Additionally, the Corporation amortizes the 20% discount over 12 months. The expense related to the 20% discount is based on the closing price of the Corporation s common stock on the measurement date of the award.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

Expense Allocation

FAS 123(R) requires stock-based compensation cost to be recognized over the requisite service period for all awards granted subsequent to adoption. The requisite service period is defined as the period of time over which an employee must provide service in exchange for an award under a share-based payment arrangement. Certain of the Corporation s stock-based compensation plans provide for accelerated vesting of awards when an employee retires from active service and is eligible to receive unreduced retirement benefits under the Corporation s pension plans (defined as age 62 or normal retirement age). The requisite service period for employees of the Corporation who reach normal retirement age of 62 prior to the end of the stated vesting period of the award is the period from the measurement date of the award until the date the employee reaches retirement age. For stock-based payment awards granted to employees that are close to age 62 or have already reached the age of 62, the expense will be front-loaded as compared with the vesting period. Stock options granted to nonemployee directors vest immediately. Therefore, these awards have no requisite service period and are expensed on the measurement date.

Prior to the adoption of FAS 123(R), the Corporation expensed stock-based payment awards for recognition or pro forma purposes, as required, over their stated vesting periods. The Corporation will recognize compensation cost over the stated vesting period for the unvested portion of existing awards as of January 1, 2006, with acceleration for any remaining unrecognized compensation cost if an employee actually retires prior to the vesting date. The stated vesting periods for existing awards as of January 1, 2006 are as follow:

Options granted in 2006 and 2005	4-year graded vesting
Options granted prior to 2005	3-year graded vesting
Restricted stock awards	35 to 93 months (award specific)
Incentive compensation awards	35 months

Under FAS 123(R), an entity may elect either the accelerated expense recognition method or a straight-line recognition method for awards subject to graded vesting based on a service condition. The Corporation elected to use the accelerated expense recognition method for stock options issued to employees. The accelerated recognition method requires stock options that vest ratably to be divided into tranches. The expense for each tranche is allocated to its particular vesting period.

FAS 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The Corporation estimated forfeitures for each homogenous group of employees granted awards. Employee groups consist of Directors; Section 16 Officers and Division Presidents; Vice Presidents/General Managers; and Others. The Corporation will ultimately recognize compensation cost only for those stock-based awards that vest.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

Other Factors

FAS 123(R), similar to other accounting rulemaking, is complex and requires significant estimates and assumptions. In response to certain implementation issues, the Financial Accounting Standards Board has created the FAS 123(R) Resource Group (the Resource Group) to deliberate certain issues. The Corporation s accounting and reporting treatment of certain issues may change as a result of the issuance of any future guidance by the Resource Group.

RESULTS OF OPERATIONS

Except as indicated, the following comparative analysis in the Results of Operations section of this Management s Discussion and Analysis of Financial Condition and Results of Operations reflects results from continuing operations and is based on net sales and cost of sales.

Gross margin as a percentage of net sales and operating margin as a percentage of net sales represent non-GAAP measures. The Corporation presents these ratios calculated based on net sales, as it is consistent with the basis by which management reviews the Corporation s operating results. Further, management believes it is consistent with the basis by which investors analyze the Corporation s operating results given that freight and delivery revenues and costs represent pass-throughs and have no mark-up. Gross margin and operating margin calculated as percentages of total revenues represent the most directly comparable financial measures calculated in accordance with generally accepted accounting principles (GAAP). The following tables present the calculations of gross margin and operating margin for the three and nine months ended September 30 in accordance with GAAP and reconciliations of the ratios as percentages of total revenues to percentages of net sales (dollars in thousands).

Gross Margin in Accordance with GAAP

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Gross profit	$ 148,013	$ 134,889	$ 385,257	$ 314,174
Total revenues	$ 604,107	$ 563,914	$ 1,676,657	$ 1,496,187
Gross margin	24.5%	23.9%	23.0%	21.0%

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

Gross Margin Excluding Freight and Delivery Revenues

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Gross profit	$ 148,013	$ 134,889	$ 385,257	$ 314,174
Total revenues	$ 604,107	$ 563,914	$ 1,676,657	$ 1,496,187
Less: Freight and delivery revenues	(74,464)	(66,922)	(204,387)	(184,916)
Net sales	$ 529,643	$ 496,992	$ 1,472,270	$ 1,311,271
Gross margin excluding freight and delivery revenues	27.9%	27.1%	26.2%	24.0%

Operating Margin in Accordance with GAAP

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Earnings from operations	$ 114,715	$ 107,818	$ 285,636	$ 227,116
Total revenues	$ 604,107	$ 563,914	$ 1,676,657	$ 1,496,187
Operating margin	19.0%	19.1%	17.0%	15.2%

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

Operating Margin Excluding Freight and Delivery Revenues

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Earnings from operations	$ 114,715	$ 107,818	$ 285,636	$ 227,116
Total revenues	$ 604,107	$ 563,914	$ 1,676,657	$ 1,496,187
Less: Freight and delivery revenues	(74,464)	(66,922)	(204,387)	(184,916)
Net sales	$ 529,643	$ 496,992	$ 1,472,270	$ 1,311,271
Operating margin excluding freight and delivery revenues	21.7%	21.7%	19.4%	17.3%

Quarter Ended September 30

Notable items for the quarter ended September 30, 2006 included:

- Net sales of $529.6 million, up 6.6% compared with the prior-year quarter
- Heritage aggregates pricing up 13.0%; heritage volume decreased 5.8%
- Aggregates segment gross margin excluding freight and delivery up 70 basis points over prior-year quarter
- Magnesia Specialties earnings from operations up 13.0% over prior-year quarter
- Consolidated gross profit increased 9.7% over prior-year quarter
- Repurchased 359,800 shares of common stock

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

The following table presents net sales, gross profit, selling, general and administrative expenses, other operating (income) and expenses, net, and earnings from operations data for the Corporation and each of its segments for the three months ended September 30, 2006 and 2005. In each case, the data is stated as a percentage of net sales, of the Corporation or the relevant segment, as the case may be.

Earnings from operations include research and development expense. This expense for the Corporation was $0.2 million for the quarters ended September 30, 2006 and 2005.

	Three Months Ended September 30,			
	2006		2005	
	Amount	% of Net Sales	Amount	% of Net Sales
	(Dollars in Thousands)			
Net sales:				
Aggregates	$ 493,768	100.0	$ 465,796	100.0
Specialty Products	35,875	100.0	31,196	100.0
Total	$ 529,643	100.0	$ 496,992	100.0
Gross profit:				
Aggregates	$ 140,153	28.4	$ 129,251	27.7
Specialty Products	7,860	21.9	5,638	18.1
Total	$ 148,013	27.9	$ 134,889	27.1
Selling, general & administrative expenses:				
Aggregates	$ 32,571	6.6	$ 30,662	6.6
Specialty Products	2,683	7.5	2,864	9.2
Total	$ 35,254	6.7	$ 33,526	6.7
Other operating (income) and expenses, net:				
Aggregates	$ (2,037)	(0.4)	$ (6,743)	(1.4)
Specialty Products	(94)	(0.3)	99	0.3
Total	$ (2,131)	(0.4)	$ (6,644)	(1.3)
Earnings from operations:				

Aggregates	$ 109,619	22.2	$ 105,332	22.6
Specialty Products	5,096	14.2	2,486	8.0
Total	$ 114,715	21.7	$ 107,818	21.7

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

Net sales for the Aggregates segment for the 2006 third quarter were $493.8 million, a 6.0 percent increase over 2005 third-quarter sales of $465.8 million. Aggregates pricing at heritage locations was up 13.0 percent, while volume decreased 5.8 percent. Inclusive of acquisitions and divestitures, aggregates pricing for the quarter increased 13.1 percent and aggregates volume decreased 6.3 percent. Pricing strength across the Aggregates segment led to a 70 basis point increase in aggregates gross margin excluding freight and delivery revenues during the quarter. Margin expansion was achieved during the quarter as gains in average selling price more than offset lower aggregates shipments. Aggregates demand has been affected by the decline in homebuilding activity across most of the Corporation s market areas, particularly in the Midwest and North Central. A pullback in infrastructure spending in North Carolina and South Carolina, as well as weather and transportation issues in certain areas, most notably in September, also negatively affected volume. In particular, repair activities by the Corps of Engineers on Lock 52 on the Ohio River significantly curtailed river shipments to the Louisiana area and sharply increased cost due to barge waiting time, resulting in a $0.06 per diluted share reduction in earnings. This issue is expected to be alleviated by the end of the year.

The following tables present volume and pricing data and shipments data for heritage operations, acquisitions and discontinued operations. Heritage aggregates operations exclude acquisitions that were not included in prior-year operations for the comparable period and divestitures.

	Three Months Ended September 30, 2006	
Volume/Pricing Variance [(1)]	Volume	Pricing
Heritage Aggregates Operations [(2)]	(5.8%)	13.0%
Aggregates Segment [(3)]	(6.3%)	13.1%

	Three Months Ended September 30,	
	2006	2005
Shipments (tons in thousands)		
Heritage Aggregates Operations [(2)]	54,190	57,542
Acquisitions		
Divestitures[(4)]	15	333
Aggregates Segment [(3)]	54,205	57,875

(1) Volume/pricing variances reflect the percentage increase/(decrease) from the comparable period in the prior year.

(2) Heritage Aggregates operations exclude acquisitions that have not been included in prior-year operations for a full year and divestitures.

(3) Aggregates segment includes all acquisitions from the date of acquisition and divestitures through the date of disposal.

(4) Divestitures include the tons related to divested operations up to the date of divestiture.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

Selling, general and administrative expenses as a percentage of net sales for the Aggregates segment remained flat at 6.6 percent for the third quarter 2006 as compared with the prior-year quarter, despite increased stock-based compensation expense in 2006. Total stock-based compensation expense for the quarter was $3.6 million in 2006 compared with $1.0 million in 2005. The initial expensing of stock options increased selling, general and administrative expenses by $1.4 million during the quarter.

Among other items, other operating income and expenses, net, includes gains and losses on the sale of assets; gains and losses related to certain accounts receivable; rental, royalty and services income; and expenses related to Statement of Financial Accounting Standards No. 143, *Accounting for Asset Retirement Obligations*. For the third quarter, other operating income and expenses, net, for the Aggregates segment was income of $2.0 million in 2006 compared with $6.7 million in 2005, primarily as a result of a significant land sale gain in 2005.

The Aggregates segment s business is significantly affected by seasonal changes and other weather-related conditions. Consequently, the Aggregates segment s production and shipment levels coincide with general construction activity levels, most of which typically occur in the spring, summer and fall for the segment s markets, and production and shipment levels vary by quarter. Further because of the potentially significant impact of weather on the Corporation s operations, third quarter results are not indicative of expected performance for the year.

Third-quarter results for the Specialty Products segment, which includes the Magnesia Specialties and Structural Composite Products businesses, were positive. Magnesia Specialties net sales grew 16.3 percent as a result of improved pricing and volume of dolomitic lime to the steel industry and chemicals products to a variety of end users. Earnings from operations at Magnesia Specialties were $7.5 million compared with $6.7 million in the prior-year period. Specialty Products results for the third quarter included a pretax loss from operations in the Structural Composite Products business of $2.5 million in 2006 compared with $4.2 million in 2005, which included a $1.5 million inventory write-off. If the Structural Composite Products business does not meet certain performance objectives, management will evaluate alternative approaches.

In addition to other offsetting amounts, other nonoperating income and expenses, net, are comprised generally of interest income, net equity earnings from nonconsolidated investments and eliminations of minority interests for consolidated non-wholly owned subsidiaries. Consolidated other nonoperating income and expenses, net, for the quarter ended September 30, were $0.2 million in expense in 2006 and 2005. The elimination of minority interest for consolidated subsidiaries decreased other nonoperating expense by $1.6 million and was offset by a $0.9 million decrease in net equity earnings from nonconsolidated subsidiaries and an $0.8 million decrease in interest income.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

Nine Months Ended September 30

Notable items for the nine months ended September 30, 2006 included:

- Earnings per diluted share of $3.93, up 28.4% as compared with $3.06 in the prior year

- Net sales of $1.5 billion, up 12.3% as compared with the prior year

- Heritage aggregates pricing up 13.0%; heritage volume down 0.8%

- Consolidated gross margin excluding freight and delivery revenues increased 180 basis points over prior year

- Specialties Products earnings from operations increased $12.4 million over prior year primarily based on continued improvement in the Magnesia Specialties business

- Consolidated earnings from operations increased 25.8% over prior year

- Repurchased 1,274,200 shares of common stock for $112.6 million

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

The following table presents net sales, gross profit, selling, general and administrative expenses, other operating (income) and expenses, net, and earnings from operations data for the Corporation and each of its segments for the nine months ended September 30, 2006 and 2005. In each case, the data is stated as a percentage of net sales, of the Corporation or the relevant segment, as the case may be.

Earnings from operations include research and development expense. This expense for the Corporation was $0.5 million for the nine months ended September 30, 2006 and 2005.

	Nine Months Ended September 30,			
	2006		2005	
	Amount	% of Net Sales	Amount	% of Net Sales
	(Dollars in Thousands)			
Net sales:				
Aggregates	$ 1,358,558	100.0	$ 1,218,860	100.0
Specialty Products	113,712	100.0	92,411	100.0
Total	$ 1,472,270	100.0	$ 1,311,271	100.0
Gross profit:				
Aggregates	$ 357,970	26.3	$ 298,413	24.5
Specialty Products	27,287	24.0	15,761	17.1
Total	$ 385,257	26.2	$ 314,174	24.0
Selling, general & administrative expenses:				
Aggregates	$ 100,435	7.4	$ 88,710	7.3
Specialty Products	8,128	7.1	8,445	9.1
Total	$ 108,563	7.4	$ 97,155	7.4
Other operating (income) and expenses, net:				
Aggregates	$ (9,016)	(0.7)	$ (10,719)	(0.9)
Specialty Products	(405)	(0.4)	92	0.1
Total	$ (9,421)	(0.6)	$ (10,627)	(0.8)
Earnings from operations:				

Aggregates	$ 266,551	19.6	$ 220,422	18.1
Specialty Products	19,085	16.8	6,694	7.2
Total	$ 285,636	19.4	$ 227,116	17.3

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

The following tables present volume and pricing data and shipments data for heritage operations, acquisitions and discontinued operations. Heritage aggregates operations exclude acquisitions that were not included in prior-year operations for the comparable period and divestitures.

	Nine Months Ended September 30, 2006	
	Volume	Pricing
Volume/Pricing Variance [(1)]		
Heritage Aggregates Operations [(2)]	(0.8%)	13.0%
Aggregates Segment [(3)]	(1.4%)	13.1%

	Nine Months Ended September 30,	
	2006	2005
Shipments (tons in thousands)		
Heritage Aggregates Operations [(2)]	151,736	152,944
Acquisitions		
Divestitures[(4)]	60	1,061
Aggregates Segment [(3)]	151,796	154,005

(1) *Volume/pricing variances reflect the percentage increase/(decrease) from the comparable period in the prior year.*

(2) *Heritage Aggregates operations exclude acquisitions that have not been included in prior-year operations for a full year and divestitures.*

(3)

Aggregates segment includes all acquisitions from the date of acquisition and divestitures through the date of disposal.

(4) *Divestitures include the tons related to divested operations up to the date of divestiture.*

During the nine months ended September 30, 2006, the Corporation reduced an accrual for purchases against cost of sales, thereby increasing net earnings by $1.5 million, or $0.03 per diluted share.

The change in the year-to-date estimated effective income tax rate during the third quarter of 2006, when compared with the year-to-date effective tax rate as of June 30, 2006, increased net earnings for the quarter ended September 30, 2006 by $2.7 million, or $0.06 per diluted share. The change was due to discrete tax events primarily consisting of the reversal of tax contingencies related to the expiration of the statute of limitations for the 2002 tax year, providing reserves for tax contingencies and the evaluation of deferred taxes.

During the nine months ended September 30, 2005, the Corporation wrote down certain inventories of the Structural Composite Products business. These write downs resulted in a pretax charge of $3.5 million for the nine months ended September 30, 2005. The Corporation also recorded a $1.4 million write down of assets associated with the closure of an Ohio-based aggregates plant during the nine months ended September 30, 2005.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

LIQUIDITY AND CAPITAL RESOURCES Net cash provided by operating activities during the nine months ended September 30, 2006 was $209.7 million compared with $208.0 million in the comparable period of 2005. Operating cash flow is generally from net earnings, before deducting depreciation, depletion and amortization, offset by working capital requirements. Net cash provided by operating activities for the first nine months of 2006 as compared with the year-earlier period reflects higher earnings, which were partially offset by a build up of inventories. Additionally, in accordance with FAS 123(R), excess tax benefits attributable to stock-based compensation transactions are classified as a financing cash flow as compared with the pre-adoption presentation in operating cash inflows.

Depreciation, depletion and amortization was as follows (amounts in millions):

	Nine Months Ended September 30,	
	2006	2005
Depreciation	$ 95.1	$ 96.0
Depletion	4.6	3.9
Amortization	3.0	3.5
	$ 102.7	$ 103.4

The seasonal nature of the construction aggregates business impacts quarterly operating cash flow when compared with the year. Full year 2005 net cash provided by operating activities was $317.8 million, compared with $208.0 million in the first nine months of 2005.

The Corporation has no required pension plan contribution for 2006. However, the Corporation made a voluntary $12 million contribution during the third quarter 2006.

First nine months capital expenditures, exclusive of acquisitions, were $212.6 million in 2006 and $156.1 million in 2005. Capital expenditures increased during the first nine months, when compared with the prior-year period, as the Corporation continued work on major plant expansion and efficiency projects. Comparable full-year capital expenditures were $221.4 million in 2005. Full-year capital spending is expected to approximate $260.0 million for 2006, including the Hunt Martin joint venture and exclusive of acquisitions, if any.

During the first nine months of 2006, the Corporation received repayment of a $12.5 million note receivable related to the divestiture of its Houston asphalt operations. The Corporation continues to have a continuing financial interest in the Houston asphalt market via a supply agreement and therefore continues to include the divested locations in continuing operations.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

During 2006, the Corporation continued its common stock repurchase plan through open-market purchases pursuant to authority granted by its Board of Directors. For the quarter ended September 30, 2006, the Corporation repurchased 359,800 shares at an aggregate cost of $29.4 million. During the nine months ended September 30, the Corporation repurchased 1,274,200 shares at an aggregate cost of $112.6 million in 2006 compared with 1,638,000 shares at an aggregate cost of $98.9 million in 2005. In February 2006, the Board of Directors authorized management to repurchase up to an additional 5.0 million shares of its common stock. At September 30, 2006, 4,831,000 shares of common stock were remaining under the Corporation s repurchase authorization.

In June 2006, the Corporation extended the expiration date of its $250.0 million five-year revolving credit agreement (the Credit Agreement) by one year to June 30, 2011. No borrowings were outstanding under the Credit Agreement at September 30, 2006 or December 31, 2005. However, the Credit Agreement supports a $250.0 million commercial paper program, of which borrowings of $11.0 million were outstanding at September 30, 2006.

During the third quarter of 2006, the Corporation s $125.0 million 6.9% Notes, which will mature in August 2007, became a current obligation. Management currently intends to refinance the Notes.

In September 2006, the Corporation entered into two forward starting interest rate swap agreements (the Swap Agreements) with a total notional amount of $150.0 million. Each of the two Swap Agreements covers $75.0 million of principal. The Swap Agreements locked in at 5.42% the interest rate relative to LIBOR related to $150.0 million of the Corporation s anticipated refinancing of its $200.0 million 5.875% Notes due in 2008. Each of the Swap Agreements provides for a single payment at its mandatory termination date, December 1, 2008. If the LIBOR swap rate increases above 5.42% on the mandatory termination date, the Corporation will receive a payment from each of the counterparties based on the notional amount of each agreement over an assumed 10-year period. If the LIBOR swap rate falls below 5.42% on the mandatory termination date, the Corporation will be obligated to make a payment to each of the counterparties on the same basis. The change in fair value is recorded directly in shareholders equity as other comprehensive earnings/loss. At September 30, 2006, the fair value of the Swap Agreements was a liability of $1.9 million and was included in other noncurrent liabilities in the Corporation s consolidated balance sheet with a corresponding loss of $1.9 million recorded in other comprehensive earnings/loss.

During the third quarter of 2006, the Corporation declared an increase in the regular quarterly cash dividend to $0.275 per share on the Corporation s common stock. This dividend represents a cash dividend of $1.10 per share on an annualized basis and reflects a 20 percent increase over the previous annualized amount.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

Based on prior performance and current expectations, the Corporation s management believes that cash flows from internally generated funds and its access to capital markets are expected to continue to be sufficient to provide the capital resources necessary to fund the operating needs of its existing businesses, cover debt service requirements, and allow for payment of dividends in 2006.

The Corporation may be required to obtain additional levels of financing in order to fund certain strategic acquisitions, if any such opportunities arise. Currently, the Corporation s senior unsecured debt is rated BBB+ by Standard & Poor s and A3 by Moody s. The Corporation s commercial paper obligations are rated A-2 by Standard & Poor s and P-2 b Moody s. While management believes its credit ratings will remain at an investment-grade level, no assurance can be given that these ratings will remain at the above-mentioned levels.

ACCOUNTING CHANGES Accounting changes resulting from the adoption of new accounting standards that may potentially impact the Corporation are included in Note 11 to the Consolidated Financial Statements.

TRENDS AND RISKS The Corporation outlined the risks associated with its business in its Annual Report on Form 10-K for the year ended December 31, 2005, filed with the Securities and Exchange Commission on February 27, 2006. The Corporation was notified by the Internal Revenue Service that it will audit the consolidated federal income tax returns of the Corporation for the years ended December 31, 2005 and 2004. Management continues to evaluate its exposure to all operating risks on an ongoing basis.

OUTLOOK 2006 The outlook for the remainder of 2006 is positive based on continued improvement in pricing and an anticipated reduction in energy costs through the balance of the year. Management expects aggregates pricing to increase an average of 12.5% to 13.5% for the year. Aggregates shipments volume is expected to decline 1.0% to 3.0% for the year. However, the estimate of aggregates shipments volume continues to be the most uncertain element of the earnings forecast due to the dynamics of the current construction markets. For the full year 2006, the Magnesia Specialties business is expected to generate between $30 million and $32 million in pretax earnings. The Corporation continues to work on its goal of increasing revenues in the Structural Composite Products business to a level that will support breakeven operations. However, a $7 million to $9 million loss from these operations is expected for the year. With this backdrop, net earnings per diluted share for the fourth quarter are expected to range from $1.22 to $1.42 and from the range for the year is $5.15 to $5.35, inclusive of $0.05 to $0.07 per diluted share for the initial expensing of stock options under FAS 123(R), *Share-Based Payment*. The earnings estimates exclude the impact of potential write downs, if any, in product lines of the Structural Composite Products business.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

OTHER MATTERS If you are interested in Martin Marietta Materials, Inc. stock, management recommends that, at a minimum, you read the Corporation s current Annual Report and 10-K, 10-Q and 8-K reports to the SEC over the past year. The Corporation s recent proxy statement for the annual meeting of shareholders also contains important information. These and other materials that have been filed with the SEC are accessible through the Corporation s web site at www.martinmarietta.com and are also available at the SEC s web site at www.sec.gov. You may also write or call the Corporation s Corporate Secretary, who will provide copies of such reports.

Investors are cautioned that all statements in this Quarterly Report that relate to the future involve risks and uncertainties, and are based on assumptions that the Corporation believes in good faith are reasonable but which may be materially different from actual results. Forward-looking statements give the investor our expectations or forecasts of future events. You can identify these statements by the fact that they do not relate only to historical or current facts. They may use words such as anticipate, estimate, expect, project, intend, plan, believe, and other words of meaning in connection with future events or future operating or financial performance. Any or all of our forward-looking statements here and in other publications may turn out to be wrong.

Factors that the Corporation currently believes could cause actual results to differ materially from the forward-looking statements in this Quarterly Report on Form 10-Q include, but are not limited to, the level and timing of federal and state transportation funding, particularly in North Carolina, one of the Corporation s largest and most profitable states; levels of construction spending in the markets the Corporation serves; the severity of a continued decline in the residential construction market; unfavorable weather conditions, particularly the early onset of winter; the volatility of fuel costs, most notably diesel fuel and natural gas; continued increases in the cost of repair and supply parts; transportation availability and costs in the Corporation s long-haul network, notably barge availability on the Mississippi River system, the timely repair of Lock 52 and the availability of railcars and locomotive power to move trains to supply the Corporation s Texas and Gulf Coast markets; the sensitivity of the fourth quarter s results due to typically lower production levels and related profitability; continued strength in the steel industry markets served by the Corporation s Magnesia Specialties business; successful development and implementation of the structural composite technological process and commercialization of strategic products for specific market segments to generate earnings streams sufficient enough to support the recorded assets of the Structural Composite Products business; and other risk factors listed from time to time found in the Corporation s filings with the Securities and Exchange Commission. Other factors besides those listed here may also adversely affect the Corporation and may be material to the Corporation. The Corporation assumes no obligation to update any forward-looking statements.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
Third Quarter and Nine Months Ended September 30, 2006
(Continued)

INVESTOR ACCESS TO COMPANY FILINGS Shareholders may obtain, without charge, a copy of Martin Marietta Materials Annual Report on Form 10-K, as filed with the Securities and Exchange Commission for the fiscal year ended December 31, 2005, by writing to:

Martin Marietta Materials, Inc.
Attn: Corporate Secretary
2710 Wycliff Road
Raleigh, North Carolina 27607-3033

Additionally, Martin Marietta Materials Annual Report, press releases and filings with the Securities and Exchange Commission, including Forms 10-K, 10-Q, 8-K and 11-K, can generally be accessed via the Corporation s web site. Filings with the Securities and Exchange Commission accessed via the web site are available through a link with the Electronic Data Gathering, Analysis, and Retrieval (EDGAR) system. Accordingly, access to such filings is available upon EDGAR placing the related document in its database. Investor relations contact information is as follows:

Telephone: (919) 783-4660
Email: investors@martinmarietta.com
Web site address: www.martinmarietta.com

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Corporation s operations are highly dependent upon the interest rate-sensitive construction and steelmaking industries. Consequently, these marketplaces could experience lower levels of economic activity in an environment of rising interest rates or escalating costs. Since June 30, 2004, the Federal Reserve Board has increased the federal funds rate from 1.00% to 5.25% at September 30, 2006. This increase has affected the residential construction market, which accounted for approximately 20 percent of the Corporation s aggregates shipments in 2005. Aside from these inherent risks from within its operations, the Corporation s earnings are affected also by changes in short-term interest rates, as a result of its temporary cash investments, including money market funds and overnight investments in Eurodollars; any outstanding commercial paper obligations; defined benefit pension plans; and energy costs. Additionally, the shareholders equity of the Corporation is affected by changes in the fair value of forward starting interest rate swap agreements.

Commercial Paper Obligations. The Corporation has a $250 million commercial paper program in which borrowings bear interest at a variable rate based on LIBOR. At September 30, 2006, there were outstanding commercial paper borrowings of $11.0 million. As commercial paper borrowings bear interest at a variable rate, the Corporation has interest rate risk. The effect of a hypothetical 1% increase in interest rates on borrowings of $11.0 million would increase interest expense by $110,000 on an annual basis.

Pension Expense. The Corporation s results of operations are affected by its pension expense. Assumptions that affect this expense include the discount rate and, for the defined benefit pension plans only, the expected long-term rate of return on assets. Therefore, the Corporation has interest rate risk associated with these factors. The impact of hypothetical changes in these assumptions on the Corporation s annual pension expense is discussed in the Corporation s Annual Report on Form 10-K for the year ended December 31, 2005, filed with the Securities and Exchange Commission on February 27, 2006.

Energy Costs. Energy costs, including diesel fuel, natural gas and liquid asphalt, represent significant production costs for the Corporation. Increases in these costs generally are tied to energy sector inflation. In 2005, energy costs increased significantly, with fuel price increases lowering earnings per diluted share by $0.38. A hypothetical 10% change in the Corporation s energy prices in 2006 as compared with 2005, assuming constant volumes, would impact 2006 pretax earnings by approximately $12.0 million.

Aggregate Risk for Interest Rates and Energy Sector Inflation. The pension expense for 2006 is calculated based on assumptions selected at December 31, 2005. Therefore, interest rate risk in 2006 is limited to the potential effect related to outstanding commercial paper. Assuming outstanding commercial paper borrowings of $11.0 million, the impact of a hypothetical increase in interest rates of 1% would increase interest expense and decrease pretax earnings by $110,000. Additionally, a 10% change in energy costs would impact annual pretax earnings by $12.0 million.

Forward-Starting Interest Rate Swap Agreements. In September 2006, the Corporation entered into forward-starting interest rate swap agreements (the Swap Agreements) with a total notional amount of $150.0 million. The Swap Agreements locked in at 5.42% the interest rate relative to LIBOR related to $150.0 million of the Corporation s anticipated refinancing of its $200.0 million 5.875% Notes due in 2008. Each of the Swap Agreements provides for a single payment at its mandatory termination date, December 1, 2008. If the LIBOR swap rate increases above 5.42% on the mandatory termination date, the Corporation will receive a payment from each of the counterparties based on the notional amount of each agreement over an assumed 10-year period. If the LIBOR swap rate falls below 5.42% on the mandatory termination date, the Corporation will be obligated to make a payment to each of the counterparties on the same basis.

In accordance with Statement of Financial Accounting Standards No. 133 *Accounting for Derivative Instruments and Hedging Activities* (FAS 133), the fair values of the Swap Agreements are recorded as an asset or liability in the consolidated balance sheet. The change in fair value is recorded directly in shareholders equity as other comprehensive earnings/loss. At September 30, 2006, the fair value of the Swap Agreements was a liability of $1.9 million and was included in other noncurrent liabilities in the Corporation s consolidated balance sheet.

As a result of the Swap Agreements, the Corporation s comprehensive earnings/loss will be affected by changes in the LIBOR rate. A hypothetical change in interest rates of 1% would change other comprehensive earnings/loss by approximately $10.0 million.

Item 4. Controls and Procedures

As of September 30, 2006, an evaluation was performed under the supervision and with the participation of the Corporation s management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and the operation of the Corporation s disclosure controls and procedures. Based on that evaluation, the Corporation s management, including the Chief Executive Officer and Chief Financial Officer, concluded that the Corporation s disclosure controls and procedures were effective as of September 30, 2006.

During the third quarter of 2006, the Corporation began the conversion of the remaining financial accounting systems of the businesses acquired in the 1998 acquisition of Redland Stone Products Company, which are currently a part of the Southwest Division, to the Corporation s enterprise-wide information system solution. Management believes that the conversion of these financial accounting systems should provide a more centralized system of internal control over financial reporting for these businesses. There have been no other significant changes in the Corporation s internal controls or in other factors that could significantly affect the internal controls subsequent to September 30, 2006.

Table of Contents

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
PART II-OTHER INFORMATION

Item 1. Legal Proceedings.

Reference is made to *Part I. Item 3. Legal Proceedings* of the Martin Marietta Materials, Inc. Annual Report on Form 10-K for the year ended December 31, 2005.

Item 1A. Risk Factors.

Reference is made to *Part I. Item 1A. Risk Factors and Forward-Looking Statements* of the Martin Marietta Materials, Inc. Annual Report on Form 10-K for the year ended December 31, 2005.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs
July 1, 2006 July 31, 2006		$		5,190,798
August 1, 2006 August 31, 2006	180,000	$ 82.51	180,000	5,010,798
September 1, 2006 September 30, 2006	179,800	$ 80.99	179,800	4,830,998
Total	359,800	$ 81.75	359,800	4,830,998

The Corporation s initial stock repurchase program, which authorized the repurchase of 2.5 million shares of common stock, was announced in a press release dated May 6, 1994, and has been updated as appropriate. On February 22, 2006, the Corporation s Board of Directors authorized the repurchase of an additional 5.0 million shares of common stock. The program does not have an expiration date.

Item 4. Submission of Matters to Vote of Security Holders.

No matters were submitted to a vote of security holders during the third quarter of 2006.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
PART II-OTHER INFORMATION
(Continued)

Item 6. Exhibits.

Exhibit No.	Document
31.01	Exhibit Regulation FD Disclosure Written Statement dated October 31, 2006 of Chief Executive Officer pursuant to Securities and Exchange Act of 1934 rule 13a-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.02	Exhibit Regulation FD Disclosure Written Statement dated October 31, 2006 of Chief Financial Officer pursuant to Securities and Exchange Act of 1934 rule 13a-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.01	Additional Exhibit Regulation FD Disclosure Written Statement dated October 31, 2006 of Chief Executive Officer required by 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.02	Additional Exhibit Regulation FD Disclosure Written Statement dated October 31, 2006 of Chief Financial Officer required by 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Table of Contents

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 thereunto duly authorized.

MARTIN MARIETTA MATERIALS, INC.
(Registrant)

Date: October 31, 2006

By: /s/ ANNE H. LLOYD
Anne H. Lloyd
Senior Vice President and
Chief Financial Officer

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended September 30, 2006
EXHIBIT INDEX

Exhibit No.	Document
31.01	Exhibit Regulation FD Disclosure Written Statement dated October 31, 2006 of Chief Executive Officer pursuant to Securities and Exchange Act of 1934 rule 13a-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.02	Exhibit Regulation FD Disclosure Written Statement dated October 31, 2006 of Chief Financial Officer pursuant to Securities and Exchange Act of 1934 rule 13a-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.01	Exhibit Regulation FD Disclosure Written Statement dated October 31, 2006 of Chief Executive Officer required by 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.02	Exhibit Regulation FD Disclosure Written Statement dated October 31, 2006 of Chief Financial Officer required by 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002