

Northbridge Materials Corporation - Form 4

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SEC FORM

4 SEC Form 4

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL

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hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See

Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * LYONS MARTIN J

(Last) (First) (Middle)

4123 PARKLAKE AVENUE

(Street) RALEIGH

NORTH CAROLINA

27612

(City) (State) (Zip)

UNITED STATES

(Country) 2. Issuer Name and Ticker or Trading Symbol

MARTIN MARIETTA MATERIALS INC

[MLM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable) ☒ Director ☐ 10% Owner

Officer (give title below) Other (specify below)

2a. Foreign Trading Symbol

3. Date of Earliest Transaction

(Month/Day/Year)

05/29/2026 6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

4. If Amendment, Date of Original Filed

(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr.

3)

2. Transaction Date

(Month/Day/Year) 2A. Deemed Execution Date, if any

(Month/Day/Year) 3. Transaction Code (Instr.

8)

4. Securities Acquired (A) or Disposed Of (D) (Instr.

3, 4 and 5)

5.

Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr.

3 and 4)

6. Ownership Form: Direct (D) or Indirect (I) (Instr.

4)

7. Nature of Indirect Beneficial Ownership (Instr.

4)

Code V Amount (A) or (D) Price

Common Stock 05/29/2026 A 61 (1) A \$ 581.64 374 D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr.

3)

2. Conversion or Exercise Price of Derivative Security

3. Transaction Date

(Month/Day/Year) 3A. Deemed Execution Date, if any

(Month/Day/Year) 4. Transaction Code (Instr.

8)

5.

Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr.

3, 4 and 5)

6. Date Exercisable and Expiration Date

(Month/Day/Year) 7. Title and Amount of Securities Underlying Derivative Security (Instr.

3 and 4)

8. Price of Derivative Security (Instr.

5)

9.

Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr.

4)

10. Ownership Form: Direct (D) or Indirect (I) (Instr.

4)

11. Nature of Indirect Beneficial Ownership (Instr.

4)

Code V (A) (D) Date Exercisable Expiration Date Title Amount or Number of Shares

Explanation of Responses:

1. Common stock units were accrued under the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the "Plan") and are to be settled in stock in a lump sum or in installments not to exceed 10 years commencing on (i) the date the reporting person ceases to be a Non-Employee Director, (ii) the date that is one month and one year following the date the reporting person ceases to be a Non-Employee Director, or (iii) the date elected by the Non-Employee Director that is later than the third anniversary of the date the fees are earned, in accordance with the reporting person's election under the Plan.

/s/ Sara W. Brown, attorney-in-fact 06/02/2026

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person,

see

Instruction

4

(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations

See

18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,

see

Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

* Form 4: SEC 1474 (03-26)