

MARTIN MARIETTA MATERIALS INC
Form SC 13D/A
March 18, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Amendment No. 3

Martin Marietta Materials, Inc.

(Name of Issuer)

Common Stock

(Title of Class and Securities)

573284106

(CUSIP Number of Class of Securities)

O. Mason Hawkins

Chairman of the Board and C.E.O.

and

Andrew R. McCarroll

Vice President & General Counsel

Southeastern Asset Management, Inc.

6410 Poplar Avenue, Suite 900

Memphis, TN 38119

(901) 761-2474

(Name, Address and Telephone Number of Person Authorized to

Receive Notices and Communications)

March 13, 2013

(Date of Event which Requires

Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of Sections 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box:

CUSIP No. 573284106

13D

(1) NAMES OF REPORTING PERSONS

Southeastern Asset Management, Inc. I.D. No. 62-0951781

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) (b) X

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

00: Funds of investment advisory clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Tennessee

NUMBER OF (7) SOLE VOTING POWER

SHARES (Discretionary Accounts)

BENEFICIALLY

OWNED BY

1,916,263 shares

EACH

(8) SHARED OR NO VOTING POWER

REPORTING

PERSON

1,060,195 shares (Shared)

WITH

249,500 shares (No Vote)

(9) SOLE DISPOSITIVE POWER

(Discretionary Accounts)

2,165,763 shares
(10) SHARED DISPOSITIVE POWER

1,060,195 shares (Shared)

0 shares (None)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,225,958 shares

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

7.0%

(14) TYPE OF REPORTING PERSON

IA

(1) NAMES OF REPORTING PERSONS

O. Mason Hawkins I.D. No. XXX-XX-XXXX

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) (b) X

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

00: None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Citizen of United States

(7) SOLE VOTING POWER

(Discretionary Accounts)

NUMBER OF

SHARES

BENEFICIALLY

(8) None
SHARED VOTING POWER

OWNED BY

EACH

(9) None
SOLE DISPOSITIVE POWER

REPORTING

PERSON

WITH

(10) None
SHARED DISPOSITIVE POWER

None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(12) None (See Item 3)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES ..

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

0.0%
(14) TYPE OF REPORTING PERSON

IN

Item 5. Interest In Securities Of The Issuer

(a) The aggregate number and percentage of Securities to which this Schedule 13D relates is 3,225,958 shares of the common stock of the Issuer, constituting approximately 7.0% of the 45,882,559 shares outstanding.

| | Common Shares Held | % of outstanding Common Shares |
|-------------------------|-----------------------|--------------------------------------|
| Voting Authority | | |
| Sole: | 1,916,263 | 4.2% |
| Shared: | 1,060,195* | 2.3% |
| None: | 249,500 | 0.5% |
| Total | 3,225,958 | 7.0% |

* Consists of shares owned by Longleaf Partners Small-Cap Fund, a series of Longleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940.

| | | |
|------------------------------|------------------|-------------|
| Dispositive Authority | | |
| Sole: | 2,165,763 | 4.7% |
| Shared: | 1,060,195* | 2.3% |
| None: | 0 | 0.0% |
| Total | 3,225,958 | 7.0% |

* Consists of shares owned by Longleaf Partners Small-Cap Fund, a series of Longleaf Partners Funds Trust, an open-end management investment company registered under the Investment Company Act of 1940.

(b) Southeastern generally has the sole power to dispose of or to direct the disposition of the Securities held for discretionary accounts of its investment clients, and may be granted the sole power to vote or direct the vote of such Securities; such powers may be retained by or shared with the respective clients for shared or non-discretionary accounts. Shares held by any Series of Longleaf Partners Funds Trust are reported in the shared category.

(c) Purchase or sale transactions in the Securities during the past sixty days are disclosed on Schedule II.

(d) The investment advisory clients of Southeastern have the sole right to receive and, subject to notice, to withdraw the proceeds from the sale of the Securities, and the sole power to direct the receipt of dividends from any of the Securities held for their respective accounts. Such clients may also terminate the investment advisory agreements without penalty upon appropriate notice. Southeastern does not have an economic interest in any of the Securities reported herein.

(e) Not applicable.

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 15, 2013

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll
Andrew R. McCarroll
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint

filing on behalf of each of them of this Initial Schedule 13D with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Initial Schedule 13D. In evidence thereof, the undersigned hereby execute this Agreement as of March 15, 2013.

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll
Andrew R. McCarroll
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

SCHEDULE II

Transactions in the Last Sixty Days

| Transaction Type | Date | # of Shares | Price per Share* |
|------------------|----------|-------------|------------------|
| Sale | 01/23/13 | 100 | \$ 98.66 |
| Sale | 01/23/13 | 200 | \$ 98.96 |
| Sale | 01/23/13 | 1,500 | \$ 98.56 |
| Sale | 01/23/13 | 1,600 | \$ 98.66 |
| Sale | 01/23/13 | 2,600 | \$ 98.96 |
| Sale | 01/23/13 | 21,200 | \$ 98.56 |
| Sale | 01/23/13 | 100 | \$ 98.96 |
| Sale | 01/23/13 | 700 | \$ 98.56 |
| Sale | 01/23/13 | 500 | \$ 98.66 |
| Sale | 01/23/13 | 800 | \$ 98.96 |
| Sale | 01/23/13 | 7,000 | \$ 98.56 |
| Sale | 01/23/13 | 2,100 | \$ 98.66 |
| Sale | 01/23/13 | 3,450 | \$ 98.96 |
| Sale | 01/23/13 | 27,950 | \$ 98.56 |
| Sale | 01/23/13 | 300 | \$ 98.66 |
| Sale | 01/23/13 | 500 | \$ 98.96 |
| Sale | 01/23/13 | 4,000 | \$ 98.56 |
| Sale | 01/23/13 | 100 | \$ 98.66 |
| Sale | 01/23/13 | 200 | \$ 98.96 |
| Sale | 01/23/13 | 1,600 | \$ 98.56 |
| Sale | 01/23/13 | 200 | \$ 98.66 |
| Sale | 01/23/13 | 300 | \$ 98.96 |
| Sale | 01/23/13 | 2,318 | \$ 98.56 |
| Sale | 01/23/13 | 482 | \$ 98.56 |
| Sale | 01/31/13 | 17,400 | \$ 99.06 |
| Sale | 01/31/13 | 11,591 | \$ 99.06 |
| Sale | 01/31/13 | 1,309 | \$ 99.31 |
| Sale | 01/31/13 | 1,600 | \$ 99.31 |
| Sale | 01/31/13 | 2,515 | \$ 99.06 |
| Sale | 01/31/13 | 252 | \$ 99.31 |
| Sale | 02/01/13 | 3,829 | \$ 99.21 |
| Sale | 02/01/13 | 7,397 | \$ 99.21 |
| Sale | 02/01/13 | 2,638 | \$ 99.82 |
| Sale | 02/01/13 | 828 | \$ 98.81 |
| Sale | 02/01/13 | 15,406 | \$ 98.55 |
| Sale | 02/01/13 | 1,802 | \$ 98.55 |
| Sale | 02/01/13 | 974 | \$ 99.21 |
| Sale | 02/01/13 | 229 | \$ 99.82 |
| Sale | 02/01/13 | 72 | \$ 98.81 |
| Sale | 02/01/13 | 1,492 | \$ 98.55 |
| Sale | 02/04/13 | 12,929 | \$ 97.72 |
| Sale | 02/04/13 | 571 | \$ 97.72 |
| Sale | 02/04/13 | 3,990 | \$ 97.72 |
| Sale | 02/04/13 | 2,387 | \$ 97.72 |
| Sale | 02/04/13 | 1,840 | \$ 98.43 |
| Sale | 02/04/13 | 10,183 | \$ 97.72 |
| Sale | 02/04/13 | 1,723 | \$ 97.72 |
| Sale | 02/04/13 | 160 | \$ 98.43 |
| Sale | 02/04/13 | 383 | \$ 97.72 |
| Sale | 02/04/13 | 500 | \$ 97.72 |

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| | | | |
|------|----------|--------|----------|
| Sale | 02/06/13 | 5,778 | \$ 98.48 |
| Sale | 02/06/13 | 1,000 | \$ 98.48 |
| Sale | 02/06/13 | 2,722 | \$ 98.48 |
| Sale | 02/06/13 | 2,800 | \$ 98.48 |
| Sale | 02/06/13 | 7,500 | \$ 98.48 |
| Sale | 02/07/13 | 100 | \$ 98.66 |
| Sale | 02/07/13 | 9,600 | \$ 97.24 |
| Sale | 02/07/13 | 5,500 | \$ 97.24 |
| Sale | 02/07/13 | 4,700 | \$ 97.24 |
| Sale | 02/08/13 | 9,500 | \$ 98.26 |
| Sale | 02/08/13 | 6,800 | \$ 98.26 |
| Sale | 02/08/13 | 3,500 | \$ 98.26 |
| Sale | 02/11/13 | 1,200 | \$ 98.88 |
| Sale | 02/11/13 | 700 | \$ 98.88 |
| Sale | 02/11/13 | 900 | \$ 98.88 |
| Sale | 02/11/13 | 1,400 | \$ 98.88 |
| Sale | 02/11/13 | 6,300 | \$ 98.88 |
| Sale | 02/11/13 | 200 | \$ 98.88 |
| Sale | 02/11/13 | 6,301 | \$ 98.88 |
| Sale | 02/11/13 | 2,864 | \$ 98.88 |
| Sale | 02/11/13 | 3,635 | \$ 98.88 |
| Sale | 02/12/13 | 1,500 | \$ 98.53 |
| Sale | 02/12/13 | 4,800 | \$ 98.53 |
| Sale | 02/12/13 | 400 | \$ 98.53 |
| Sale | 02/12/13 | 3,200 | \$ 98.53 |
| Sale | 02/12/13 | 1,200 | \$ 98.53 |
| Sale | 02/12/13 | 2,400 | \$ 98.53 |
| Sale | 02/13/13 | 2,700 | \$ 99.32 |
| Sale | 02/13/13 | 3,500 | \$ 99.32 |
| Sale | 02/13/13 | 200 | \$ 99.32 |
| Sale | 02/13/13 | 100 | \$ 99.32 |
| Sale | 02/13/13 | 39,100 | \$ 99.30 |
| Sale | 02/13/13 | 400 | \$ 99.30 |
| Sale | 02/13/13 | 100 | \$ 99.30 |
| Sale | 02/13/13 | 3,700 | \$ 99.32 |
| Sale | 02/13/13 | 26,100 | \$ 99.30 |
| Sale | 02/13/13 | 24,600 | \$ 99.32 |
| Sale | 02/13/13 | 2,900 | \$ 99.32 |
| Sale | 02/13/13 | 200 | \$ 99.32 |
| Sale | 02/13/13 | 7,300 | \$ 99.30 |
| Sale | 02/13/13 | 800 | \$ 99.30 |
| Sale | 02/13/13 | 300 | \$ 99.32 |
| Sale | 02/13/13 | 6,900 | \$ 99.30 |
| Sale | 02/13/13 | 29,300 | \$ 99.30 |
| Sale | 02/13/13 | 5,000 | \$ 99.30 |
| Sale | 02/13/13 | 8,800 | \$ 99.30 |
| Sale | 02/13/13 | 400 | \$ 99.30 |
| Sale | 02/13/13 | 800 | \$ 99.30 |
| Sale | 02/14/13 | 200 | \$ 99.97 |
| Sale | 02/14/13 | 1,000 | \$ 99.96 |
| Sale | 02/14/13 | 100 | \$ 99.96 |
| Sale | 02/14/13 | 11,900 | \$ 99.96 |
| Sale | 02/14/13 | 400 | \$ 99.96 |
| Sale | 02/14/13 | 4,300 | \$ 99.96 |
| Sale | 02/14/13 | 1,400 | \$ 99.96 |
| Sale | 02/14/13 | 19,700 | \$ 99.96 |
| Sale | 02/14/13 | 700 | \$ 99.96 |

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| | | | |
|------|----------|--------|-----------|
| Sale | 02/14/13 | 600 | \$ 99.96 |
| Sale | 02/14/13 | 300 | \$ 99.96 |
| Sale | 02/14/13 | 500 | \$ 99.96 |
| Sale | 02/14/13 | 2,900 | \$ 99.96 |
| Sale | 02/14/13 | 2,100 | \$ 99.96 |
| Sale | 02/14/13 | 700 | \$ 99.96 |
| Sale | 02/14/13 | 9,800 | \$ 99.96 |
| Sale | 02/14/13 | 3,100 | \$ 99.96 |
| Sale | 02/14/13 | 1,400 | \$ 99.96 |
| Sale | 02/14/13 | 47,100 | \$ 99.96 |
| Sale | 02/14/13 | 82,500 | \$ 99.96 |
| Sale | 02/14/13 | 200 | \$ 99.97 |
| Sale | 02/14/13 | 500 | \$ 99.96 |
| Sale | 02/14/13 | 100 | \$ 99.96 |
| Sale | 02/14/13 | 3,100 | \$ 99.96 |
| Sale | 02/14/13 | 400 | \$ 99.96 |
| Sale | 02/14/13 | 1,500 | \$ 99.96 |
| Sale | 02/14/13 | 1,300 | \$ 99.96 |
| Sale | 02/14/13 | 200 | \$ 99.97 |
| Sale | 02/14/13 | 3,800 | \$ 99.96 |
| Sale | 02/14/13 | 1,100 | \$ 99.96 |
| Sale | 02/14/13 | 1,100 | \$ 99.96 |
| Sale | 02/14/13 | 800 | \$ 99.96 |
| Sale | 02/14/13 | 3,000 | \$ 99.96 |
| Sale | 02/14/13 | 14,100 | \$ 99.96 |
| Sale | 02/14/13 | 10,200 | \$ 99.96 |
| Sale | 02/14/13 | 3,700 | \$ 99.96 |
| Sale | 02/14/13 | 6,200 | \$ 99.96 |
| Sale | 02/14/13 | 700 | \$ 99.96 |
| Sale | 02/14/13 | 200 | \$ 99.97 |
| Sale | 02/14/13 | 700 | \$ 99.96 |
| Sale | 02/14/13 | 105 | \$ 99.96 |
| Sale | 02/14/13 | 295 | \$ 99.96 |
| Sale | 02/14/13 | 600 | \$ 99.96 |
| Sale | 02/14/13 | 100 | \$ 99.96 |
| Sale | 02/14/13 | 300 | \$ 99.96 |
| Sale | 03/08/13 | 1,200 | \$ 104.73 |
| Sale | 03/08/13 | 1,800 | \$ 104.73 |
| Sale | 03/08/13 | 4,000 | \$ 104.73 |
| Sale | 03/08/13 | 4,508 | \$ 104.77 |
| Sale | 03/08/13 | 842 | \$ 104.77 |
| Sale | 03/08/13 | 120 | \$ 104.77 |
| Sale | 03/08/13 | 1,530 | \$ 104.77 |
| Sale | 03/08/13 | 1,000 | \$ 104.83 |
| Sale | 03/08/13 | 1,719 | \$ 104.73 |
| Sale | 03/08/13 | 40,481 | \$ 104.73 |
| Sale | 03/08/13 | 47,400 | \$ 104.77 |
| Sale | 03/08/13 | 20,900 | \$ 104.73 |
| Sale | 03/08/13 | 19,100 | \$ 104.73 |
| Sale | 03/08/13 | 10,625 | \$ 104.77 |
| Sale | 03/08/13 | 31,275 | \$ 104.77 |
| Sale | 03/08/13 | 1,000 | \$ 104.83 |
| Sale | 03/08/13 | 97,500 | \$ 104.73 |
| Sale | 03/08/13 | 1,100 | \$ 104.73 |
| Sale | 03/08/13 | 9,189 | \$ 104.73 |
| Sale | 03/08/13 | 28,514 | \$ 104.73 |
| Sale | 03/08/13 | 3,697 | \$ 104.73 |

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| | | | |
|------|----------|--------|-----------|
| Sale | 03/08/13 | 89,201 | \$ 104.77 |
| Sale | 03/08/13 | 51,996 | \$ 104.77 |
| Sale | 03/08/13 | 14,803 | \$ 104.77 |
| Sale | 03/08/13 | 5,668 | \$ 104.83 |
| Sale | 03/08/13 | 500 | \$ 104.73 |
| Sale | 03/08/13 | 1,000 | \$ 104.77 |
| Sale | 03/08/13 | 8,551 | \$ 104.73 |
| Sale | 03/08/13 | 1,449 | \$ 104.73 |
| Sale | 03/08/13 | 10,800 | \$ 104.77 |
| Sale | 03/08/13 | 5,000 | \$ 104.73 |
| Sale | 03/08/13 | 1,600 | \$ 104.77 |
| Sale | 03/08/13 | 800 | \$ 104.77 |
| Sale | 03/08/13 | 1,300 | \$ 104.77 |
| Sale | 03/08/13 | 1,900 | \$ 104.77 |
| Sale | 03/08/13 | 1,000 | \$ 104.83 |
| Sale | 03/08/13 | 4,700 | \$ 104.73 |
| Sale | 03/08/13 | 300 | \$ 104.73 |
| Sale | 03/08/13 | 5,000 | \$ 104.77 |
| Sale | 03/08/13 | 3,000 | \$ 104.73 |
| Sale | 03/08/13 | 3,000 | \$ 104.77 |
| Sale | 03/08/13 | 1,000 | \$ 104.83 |
| Sale | 03/08/13 | 11,600 | \$ 104.73 |
| Sale | 03/08/13 | 30,400 | \$ 104.73 |
| Sale | 03/08/13 | 47,500 | \$ 104.77 |
| Sale | 03/08/13 | 1,000 | \$ 104.83 |
| Sale | 03/08/13 | 30,000 | \$ 104.73 |
| Sale | 03/08/13 | 11,286 | \$ 104.77 |
| Sale | 03/08/13 | 20,714 | \$ 104.77 |
| Sale | 03/08/13 | 1,000 | \$ 104.83 |
| Sale | 03/08/13 | 9,628 | \$ 104.73 |
| Sale | 03/08/13 | 2,872 | \$ 104.73 |
| Sale | 03/08/13 | 4,502 | \$ 104.77 |
| Sale | 03/08/13 | 1,055 | \$ 104.77 |
| Sale | 03/08/13 | 6,943 | \$ 104.77 |
| Sale | 03/08/13 | 4,500 | \$ 104.73 |
| Sale | 03/08/13 | 3,000 | \$ 104.77 |
| Sale | 03/08/13 | 2,000 | \$ 104.77 |
| Sale | 03/08/13 | 1,000 | \$ 104.83 |
| Sale | 03/08/13 | 2,400 | \$ 104.77 |
| Sale | 03/08/13 | 400 | \$ 104.77 |
| Sale | 03/08/13 | 3,500 | \$ 104.77 |
| Sale | 03/08/13 | 12,300 | \$ 104.73 |
| Sale | 03/08/13 | 7,000 | \$ 104.73 |
| Sale | 03/08/13 | 19,000 | \$ 104.77 |
| Sale | 03/08/13 | 1,000 | \$ 104.83 |
| Sale | 03/11/13 | 10,400 | \$ 104.54 |
| Sale | 03/11/13 | 5,965 | \$ 104.54 |
| Sale | 03/11/13 | 19,035 | \$ 104.43 |
| Sale | 03/11/13 | 13,000 | \$ 104.43 |
| Sale | 03/11/13 | 27,965 | \$ 104.43 |
| Sale | 03/11/13 | 300 | \$ 104.54 |
| Sale | 03/11/13 | 1,100 | \$ 104.54 |
| Sale | 03/11/13 | 2,200 | \$ 104.54 |
| Sale | 03/11/13 | 100 | \$ 104.54 |
| Sale | 03/11/13 | 600 | \$ 104.54 |
| Sale | 03/11/13 | 1,000 | \$ 104.54 |
| Sale | 03/11/13 | 2,000 | \$ 104.54 |

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| | | | |
|------|----------|--------|-----------|
| Sale | 03/11/13 | 6,000 | \$ 104.43 |
| Sale | 03/11/13 | 400 | \$ 104.54 |
| Sale | 03/11/13 | 4,000 | \$ 104.54 |
| Sale | 03/11/13 | 1,000 | \$ 104.54 |
| Sale | 03/11/13 | 2,800 | \$ 104.54 |
| Sale | 03/11/13 | 1,300 | \$ 104.54 |
| Sale | 03/11/13 | 700 | \$ 104.54 |
| Sale | 03/11/13 | 3,300 | \$ 104.43 |
| Sale | 03/11/13 | 700 | \$ 104.43 |
| Sale | 03/11/13 | 5,000 | \$ 104.54 |
| Sale | 03/11/13 | 2,500 | \$ 104.43 |
| Sale | 03/11/13 | 12,500 | \$ 104.43 |
| Sale | 03/11/13 | 13,700 | \$ 104.54 |
| Sale | 03/11/13 | 988 | \$ 104.71 |
| Sale | 03/11/13 | 19,800 | \$ 104.71 |
| Sale | 03/11/13 | 23,727 | \$ 104.71 |
| Sale | 03/11/13 | 65,400 | \$ 104.25 |
| Sale | 03/11/13 | 1,600 | \$ 104.54 |
| Sale | 03/11/13 | 1,400 | \$ 104.54 |
| Sale | 03/11/13 | 2,000 | \$ 104.43 |
| Sale | 03/11/13 | 1,178 | \$ 104.43 |
| Sale | 03/11/13 | 4,567 | \$ 104.54 |
| Sale | 03/11/13 | 1,733 | \$ 104.54 |
| Sale | 03/12/13 | 2,355 | \$ 104.49 |
| Sale | 03/12/13 | 5,145 | \$ 104.49 |
| Sale | 03/12/13 | 1,555 | \$ 103.99 |
| Sale | 03/12/13 | 245 | \$ 103.99 |
| Sale | 03/12/13 | 700 | \$ 103.99 |
| Sale | 03/12/13 | 3,500 | \$ 104.57 |
| Sale | 03/12/13 | 1,500 | \$ 103.99 |
| Sale | 03/12/13 | 300 | \$ 104.57 |
| Sale | 03/12/13 | 2,600 | \$ 104.57 |
| Sale | 03/12/13 | 4,100 | \$ 104.57 |
| Sale | 03/12/13 | 1,600 | \$ 103.99 |
| Sale | 03/12/13 | 1,400 | \$ 103.99 |
| Sale | 03/12/13 | 9,704 | \$ 104.57 |
| Sale | 03/12/13 | 35,253 | \$ 104.49 |
| Sale | 03/12/13 | 13,147 | \$ 103.99 |
| Sale | 03/12/13 | 2,400 | \$ 104.57 |
| Sale | 03/12/13 | 2,100 | \$ 104.57 |
| Sale | 03/12/13 | 15,000 | \$ 104.49 |
| Sale | 03/12/13 | 6,000 | \$ 103.99 |
| Sale | 03/12/13 | 900 | \$ 104.49 |
| Sale | 03/12/13 | 5,100 | \$ 104.49 |
| Sale | 03/12/13 | 2,000 | \$ 103.99 |
| Sale | 03/12/13 | 23,100 | \$ 104.49 |
| Sale | 03/12/13 | 7,400 | \$ 104.49 |
| Sale | 03/12/13 | 8,000 | \$ 103.99 |
| Sale | 03/13/13 | 2,000 | \$ 104.74 |
| Sale | 03/13/13 | 1,000 | \$ 104.81 |
| Sale | 03/13/13 | 5,000 | \$ 104.74 |
| Sale | 03/13/13 | 4,900 | \$ 104.81 |
| Sale | 03/13/13 | 100 | \$ 104.81 |
| Sale | 03/13/13 | 13,300 | \$ 104.74 |
| Sale | 03/13/13 | 2,700 | \$ 104.74 |
| Sale | 03/13/13 | 2,000 | \$ 104.81 |
| Sale | 03/13/13 | 14,000 | \$ 104.81 |

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| | | | |
|------|----------|--------|-----------|
| Sale | 03/13/13 | 5,000 | \$ 104.45 |
| Sale | 03/13/13 | 2,400 | \$ 104.52 |
| Sale | 03/13/13 | 35,596 | \$ 104.74 |
| Sale | 03/13/13 | 7,373 | \$ 104.81 |
| Sale | 03/13/13 | 10,627 | \$ 104.81 |
| Sale | 03/13/13 | 6,879 | \$ 104.89 |
| Sale | 03/13/13 | 100 | \$ 104.74 |
| Sale | 03/13/13 | 700 | \$ 104.74 |
| Sale | 03/13/13 | 1,700 | \$ 104.74 |
| Sale | 03/13/13 | 500 | \$ 104.74 |
| Sale | 03/13/13 | 3,000 | \$ 104.81 |
| Sale | 03/13/13 | 13,000 | \$ 104.74 |
| Sale | 03/13/13 | 13,000 | \$ 104.81 |
| Sale | 03/13/13 | 1,000 | \$ 104.74 |
| Sale | 03/13/13 | 2,000 | \$ 104.81 |
| Sale | 03/13/13 | 2,300 | \$ 104.74 |
| Sale | 03/13/13 | 12,700 | \$ 104.74 |
| Sale | 03/13/13 | 13,300 | \$ 104.81 |
| Sale | 03/13/13 | 1,700 | \$ 104.81 |
| Sale | 03/13/13 | 1,000 | \$ 104.74 |
| Sale | 03/13/13 | 200 | \$ 104.82 |
| Sale | 03/13/13 | 1,800 | \$ 104.81 |
| Sale | 03/14/13 | 8,000 | \$ 104.88 |
| Sale | 03/14/13 | 8,100 | \$ 104.88 |
| Sale | 03/14/13 | 7,000 | \$ 105.51 |
| Sale | 03/14/13 | 500 | \$ 105.10 |
| Sale | 03/14/13 | 2,200 | \$ 105.10 |
| Sale | 03/14/13 | 200 | \$ 105.11 |
| Sale | 03/14/13 | 7,600 | \$ 105.10 |
| Sale | 03/14/13 | 42,000 | \$ 104.88 |
| Sale | 03/14/13 | 22,100 | \$ 105.07 |
| Sale | 03/14/13 | 20,000 | \$ 105.14 |
| Sale | 03/14/13 | 17,878 | \$ 105.51 |
| Sale | 03/14/13 | 10,400 | \$ 105.10 |
| Sale | 03/14/13 | 10,100 | \$ 104.88 |
| Sale | 03/14/13 | 4,700 | \$ 105.51 |
| Sale | 03/14/13 | 2,600 | \$ 105.10 |
| Sale | 03/14/13 | 16,883 | \$ 105.10 |
| Sale | 03/14/13 | 15,800 | \$ 104.88 |
| Sale | 03/14/13 | 7,100 | \$ 105.51 |
| Sale | 03/14/13 | 29,900 | \$ 105.10 |
| Sale | 03/14/13 | 14,000 | \$ 104.88 |
| Sale | 03/14/13 | 30 | \$ 105.50 |
| Sale | 03/14/13 | 6,170 | \$ 105.51 |
| Sale | 03/14/13 | 8,800 | \$ 105.10 |
| Sale | 03/15/13 | 31,700 | \$ 103.43 |
| Sale | 03/15/13 | 6,602 | \$ 103.93 |
| Sale | 03/15/13 | 4,598 | \$ 103.93 |
| Sale | 03/15/13 | 4,000 | \$ 103.53 |
| Sale | 03/15/13 | 8,800 | \$ 103.43 |
| Sale | 03/15/13 | 500 | \$ 103.81 |
| Sale | 03/15/13 | 2,700 | \$ 103.93 |
| Sale | 03/15/13 | 11,200 | \$ 103.53 |
| Sale | 03/15/13 | 15,000 | \$ 103.43 |
| Sale | 03/15/13 | 800 | \$ 103.81 |
| Sale | 03/15/13 | 4,700 | \$ 103.93 |
| Sale | 03/15/13 | 4,100 | \$ 103.43 |
| Sale | 03/15/13 | 300 | \$ 103.81 |
| Sale | 03/15/13 | 1,300 | \$ 103.93 |
| Sale | 03/15/13 | 1,000 | \$ 103.53 |

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| | | | |
|------|----------|--------|-----------|
| Sale | 03/15/13 | 2,900 | \$ 103.43 |
| Sale | 03/15/13 | 200 | \$ 103.82 |
| Sale | 03/15/13 | 1,800 | \$ 103.53 |
| Sale | 03/15/13 | 900 | \$ 103.93 |
| Sale | 03/15/13 | 66,000 | \$ 103.43 |
| Sale | 03/15/13 | 3,147 | \$ 103.81 |
| Sale | 03/15/13 | 15,000 | \$ 103.53 |
| Sale | 03/15/13 | 20,118 | \$ 103.93 |
| Sale | 03/15/13 | 4,000 | \$ 103.53 |
| Sale | 03/15/13 | 3,400 | \$ 103.43 |
| Sale | 03/15/13 | 1,300 | \$ 103.43 |
| Sale | 03/15/13 | 300 | \$ 103.81 |
| Sale | 03/15/13 | 1,500 | \$ 103.93 |
| Sale | 03/15/13 | 17,000 | \$ 103.43 |
| Sale | 03/15/13 | 1,000 | \$ 103.81 |
| Sale | 03/15/13 | 5,300 | \$ 103.93 |
| Sale | 03/15/13 | 2,000 | \$ 103.53 |
| Sale | 03/15/13 | 400 | \$ 103.54 |
| Sale | 03/15/13 | 600 | \$ 103.53 |
| Sale | 03/15/13 | 7,000 | \$ 103.43 |
| Sale | 03/15/13 | 400 | \$ 103.82 |
| Sale | 03/15/13 | 2,100 | \$ 103.93 |
| Sale | 03/15/13 | 10,500 | \$ 103.43 |
| Sale | 03/15/13 | 2,000 | \$ 103.81 |
| Sale | 03/15/13 | 2,000 | \$ 103.93 |
| Sale | 03/15/13 | 7,300 | \$ 103.43 |
| Sale | 03/15/13 | 400 | \$ 103.82 |
| Sale | 03/15/13 | 2,300 | \$ 103.93 |

Sales by Southeastern clients in the ordinary course of business on the

New York Stock Exchange or through Electronic Communication

Networks (ECNs). In addition to the above transactions, on January

28, 2013 and March 6, 2013, clients of Southeastern terminating their

advisory relationship removed 5,700 and 7,900 shares from

Southeastern's discretion.

* Net of commissions