

MARTIN MARIETTA MATERIALS INC
 Form 4
 November 22, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ZELNAK STEPHEN P JR

2. Issuer Name and Ticker or Trading Symbol
 MARTIN MARIETTA MATERIALS INC [MLM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2710 WYCLIFF ROAD2710
 WYCLIFF ROAD2710 W
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/21/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President and CEO

RALEIGH, NC 27607

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 11/21/2005 | | M | | 10,000 | A | \$ 38.32 |
| Common Stock | 11/21/2005 | | F | | 1,593 | D | \$ 75.23 |
| Common Stock | 11/21/2005 | | S | | 100 | D | \$ 75.13 |
| Common Stock | 11/21/2005 | | S | | 200 | D | \$ 75.14 |
| Common Stock | 11/21/2005 | | S | | 1,700 | D | \$ 75.15 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 11/21/2005 | S | 100 | D | \$ 75.16 | 147,929 | D |
| Common Stock | 11/21/2005 | S | 400 | D | \$ 75.18 | 147,529 | D |
| Common Stock | 11/21/2005 | S | 700 | D | \$ 75.19 | 146,829 | D |
| Common Stock | 11/21/2005 | S | 200 | D | \$ 75.2 | 146,629 | D |
| Common Stock | 11/21/2005 | S | 100 | D | \$ 75.24 | 146,529 | D |
| Common Stock | 11/21/2005 | S | 100 | D | \$ 75.26 | 146,429 | D |
| Common Stock | 11/21/2005 | S | 100 | D | \$ 75.28 | 146,329 | D |
| Common Stock | 11/21/2005 | S | 300 | D | \$ 75.29 | 146,029 | D |
| Common Stock | 11/21/2005 | S | 1,000 | D | \$ 75.3 | 145,029 | D |
| Common Stock | 11/21/2005 | S | 200 | D | \$ 75.31 | 144,829 | D |
| Common Stock | 11/21/2005 | S | 100 | D | \$ 75.36 | 144,729 | D |
| Common Stock | 11/21/2005 | S | 100 | D | \$ 75.37 | 144,629 | D |
| Common Stock | 11/21/2005 | S | 800 | D | \$ 75.4 | 143,829 | D |
| Common Stock | 11/21/2005 | S | 500 | D | \$ 75.41 | 143,329 | D |
| Common Stock | 11/21/2005 | S | 500 | D | \$ 75.43 | 142,829 | D |
| Common Stock | 11/21/2005 | S | 507 | D | \$ 75.49 | 142,322 | D |
| Common Stock | 11/21/2005 | S | 300 | D | \$ 75.51 | 142,022 | D |
| Common Stock | 11/21/2005 | S | 100 | D | \$ 75.52 | 141,922 | D |
| Common Stock | 11/21/2005 | S | 100 | D | \$ 75.53 | 141,822 | D |
| Common Stock | 11/21/2005 | S | 200 | D | \$ 75.55 | 141,622 | D |

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

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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 Underlying Securities (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) ⁽¹⁾ | \$ 38.32 | 11/21/2005 | | M | 10,000 | ⁽¹⁾ 08/19/2013 | Common Stock 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ZELNAK STEPHEN P JR 2710 WYCLIFF ROAD W RALEIGH, NC 27607 | X | | Chairman, President and CEO | |

Signatures

Stephen P. Zelnak, Jr. 11/22/2005

 Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options become exercisable in three equal annual installments commencing one year from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.