#### Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

#### MARTIN MARIETTA MATERIALS INC

Form 4

January 04, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SANSOM WILLIAM B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MARTIN MARIETTA MATERIALS INC [MLM]

(Check all applicable)

(Last)

(First)

(Middle)

(Zip)

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

X\_ Director Officer (give title below)

10% Owner Other (specify

H. T. HACKNEY COMPANYH. T. HACKNEY COMPA, 502 S. GAY

STREET502 S. GAY STREET

4. If Amendment, Date Original

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

(Street)

Filed(Month/Day/Year)

01/03/2005

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

KNOXVILLE, TN 37902

(City) (State)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.		5. Number				7. Title and Amount of		
Derivative	Conversion	(Month/Day/Year)		Transactionof			_4:	Expiration Date		Underlying Securities		Derivativ
Security	or Exercise		any (Month/Day/Year)	Code				(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
(Instr. 3)	Price of Derivative		(Month/Day/Tear)	(Instr. 8	0)	Acquired						(IIIsu. 3)
	Security					(A) or						
	Security					Disposed						
						of (D)						
				(Instr. 3, 4,								
						and 5	)					
				Code	V	(A)	(D)	Date	Expiration	Title	Amount	
								Exercisable	Date		or	
											Number	
											of	
											Shares	
Stock Units (1)	<u>(2)</u>	12/31/2004		A		146		<u>(1)</u>	<u>(1)</u>	Common Stock	146	\$ 42.93

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SANSOM WILLIAM B H. T. HACKNEY COMPANYH. T. HACKNEY COMPA 502 S. GAY STREET502 S. GAY STREET KNOXVILLE, TN 37902

X

# **Signatures**

Roselyn R. Bar, attorney-in-fact

01/03/2005

\*\*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).

The 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 or (ii) the date that is one month and one year following the date the reporting person ceases to be a Non-Employee Director, in accordance with the reporting person's election under the Plan.
- (2) Conversion price is 1 share of common stock for 1 unit.

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.

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