Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

MARTIN MARIETTA MATERIA Form 4 May 26, 2005	LS INC					
FORM 4 UNITED STAT	TES SECURITIES AND EXCHANG Washington, D.C. 20549	Number: 3235-0287 Number: January 31, Expires: 2005				
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESEstimated average burden hours per responseStatement of the public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940Statement of the public to the public Utility Holding Company Act of 1940Statement of the public to the public Utility Holding Company Act of 1940						
(Print or Type Responses)						
1. Name and Address of Reporting Person LLOYD ANNE H	 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 ROAD	3. Date of Earliest Transaction (Month/Day/Year) 05/25/2005	Director 10% Owner X Officer (give title Other (specify below) below) VP, CFO and CAO				
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
RALEIGH, NC 27607		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.(Instr. 3)(Month/Day/Year)Exe any (Month/Day/Year)	cution Date, if TransactionAcquired (A) or	5. Amount of Securities 6. Ownership 7. Nature of Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)				
Common 05/24/2005 Stock	A 1,874 A (1)	12,653 D				

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

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 control number.

 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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	bf Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 E S (1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy) ⁽²⁾	\$ 61.05	05/24/2005		A	3,749	<u>(2)</u>	05/24/2013	Common Stock	3,749	

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LLOYD ANNE H 2710 WYCLIFF ROAD2710 WYCLIFF ROAD RALEIGH, NC 27607			VP, CFO and CAO			
Signatures						

**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) No price associated with grant of restricted stock units.
- Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. (2)Options become exercisable in four 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.