#### MARTIN MARIETTA MATERIALS INC

Form 4

November 14, 2005

### FORM 4,

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

**OMB APPROVAL** 

Form 4 or 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

burden hours per response...

1(b).

(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 ROAD	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2005	X Director 10% OwnerX Officer (give title Other (specify below) Chairman, President and CEO
(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
RALEIGH, NC 27607		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)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/10/2005		M	10,000	A	\$ 36.55	151,622	D	
Common Stock	11/10/2005		F	1,590	D	\$ 71.63	150,032	D	
Common Stock	11/10/2005		S	110	D	\$ 72.13	149,922	D	
Common Stock	11/10/2005		S	100	D	\$ 72.04	149,822	D	
Common Stock	11/10/2005		S	300	D	\$ 72.03	149,522	D	

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Common Stock	11/10/2005	S	300	D	\$ 71.98	149,222	D
Common Stock	11/10/2005	S	600	D	\$ 71.95	148,622	D
Common Stock	11/10/2005	S	100	D	\$ 71.93	148,522	D
Common Stock	11/10/2005	S	600	D	\$ 71.9	147,922	D
Common Stock	11/10/2005	S	100	D	\$ 71.91	147,822	D
Common Stock	11/10/2005	S	400	D	\$ 71.89	147,422	D
Common Stock	11/10/2005	S	100	D	\$ 71.76	147,322	D
Common Stock	11/10/2005	S	800	D	\$ 71.83	146,522	D
Common Stock	11/10/2005	S	1,900	D	\$ 71.78	144,622	D
Common Stock	11/10/2005	S	3,000	D	\$ 71.75	141,622	D
Common Stock	11/11/2005	M	10,000	A	\$ 36.55	151,622	D
Common Stock	11/11/2005	F	1,599	D	\$ 72.03	150,023	D
Common Stock	11/11/2005	S	200	D	\$ 72.22	149,823	D
Common Stock	11/11/2005	S	4,300	D	\$ 72.2	145,523	D
Common Stock	11/11/2005	S	201	D	\$ 72.02	145,322	D
Common Stock	11/11/2005	S	1,800	D	\$ 72	143,522	D
Common Stock	11/11/2005	S	100	D	\$ 72.03	143,422	D
Common Stock	11/11/2005	S	1,800	D	\$ 72.01	141,622	D

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

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SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 36.55	11/10/2005		M	10,000	<u>(1)</u>	08/15/2012	Common Stock	10,000
Employee Stock Option (right to buy) (1)	\$ 36.55	11/11/2005		M	10,000	<u>(1)</u>	08/15/2012	Common Stock	10,000

## **Reporting Owners**

Reporting Owner Name / Address	Kelationships						
<b>2</b> 0	Director	10% Owner	Officer	Other			
ZELNAK STEPHEN P JR 2710 WYCLIFF ROAD2710 WYCLIFF ROAD RALEIGH, NC 27607	X		Chairman, President and CEO				

### **Signatures**

Stephen P.
Zelnak, Jr.

\*\*Signature of Reporting Person

11/14/2005

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.

Reporting Owners 3