MARTIN MARIETTA MATERIALS INC

Form 4

November 21, 2005

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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).

(Last)

Common

Common

Stock

Stock

11/18/2005

11/18/2005

(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]

3. Date of Earliest Transaction

11/18/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_X__ Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) Chairman, President and CEO

2710 WYCLIFF ROAD2710 **WYCLIFF ROAD**

RALEIGH, NC 27607

(First)

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

148,722

148,622

D

D

X 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. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)	
Common Stock	11/18/2005		M	10,000	A	\$ 38.32	150,909	D		
Common Stock	11/18/2005		F	1,587	D	\$ 74.99	149,322	D		
Common Stock	11/18/2005		S	500	D	\$ 74.21	148,822	D		

100

100

S

S

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Common Stock	11/18/2005	S	200	D	\$ 74.27	148,422	D
Common Stock	11/18/2005	S	300	D	\$ 74.28	148,122	D
Common Stock	11/18/2005	S	200	D	\$ 74.29	147,922	D
Common Stock	11/18/2005	S	100	D	\$ 74.3	147,822	D
Common Stock	11/18/2005	S	500	D	\$ 74.31	147,322	D
Common Stock	11/18/2005	S	100	D	\$ 74.32	147,222	D
Common Stock	11/18/2005	S	300	D	\$ 74.33	146,922	D
Common Stock	11/18/2005	S	400	D	\$ 74.37	146,522	D
Common Stock	11/18/2005	S	400	D	\$ 74.4	146,122	D
Common Stock	11/18/2005	S	500	D	\$ 74.44	145,622	D
Common Stock	11/18/2005	S	1,000	D	\$ 74.45	144,622	D
Common Stock	11/18/2005	S	200	D	\$ 74.46	144,422	D
Common Stock	11/18/2005	S	600	D	\$ 74.47	143,822	D
Common Stock	11/18/2005	S	300	D	\$ 74.49	143,522	D
Common Stock	11/18/2005	S	100	D	\$ 74.51	143,422	D
Common Stock	11/18/2005	S	100	D	\$ 74.53	143,322	D
Common Stock	11/18/2005	S	300	D	\$ 74.57	143,022	D
Common Stock	11/18/2005	S	100	D	\$ 74.58	142,922	D
Common Stock	11/18/2005	S	400	D	\$ 74.59	142,522	D
Common Stock	11/18/2005	S	500	D	\$ 74.73	142,022	D
	11/18/2005	S	100	D		141,922	D

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Common \$ 74.74 Common Stock S 300 D \$ 141,622 (1) D

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	e Expiration Date s (Month/Day/Year) (A) sed of		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) (2)	\$ 38.32	11/18/2005		M	10,000	(2)	08/19/2013	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address		Relationships						
Reporting Owner Name / Address	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. 11/21/2005

**Signature of Date
Reporting Person

Reporting Owners 3

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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) First of two Forms 4. Amount of securities beneficially owned following all reported transaction(s) is 141,622.
- (2) 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.