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MARTIN MARIETTA MATERIALS INC

Form 4

January 03, 2006

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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

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OMB APPROVAL

response...

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

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **COLE SUE W**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

MARTIN MARIETTA MATERIALS INC [MLM]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

U.S. TRUST COMPANY, N.A.U.S. TRUST COMPA, 301 NORTH ELM STREET301 NORTH ELM

STREET

Security

(Instr. 3)

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

01/03/2006

X Form filed by One Reporting Person Form filed by More than One Reporting

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

GREENSBORO, NC 27401

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed (Month/Day/Year)

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

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Code Amount

A

Reported Transaction(s) (Instr. 3 and 4)

1.170

Common 12/30/2005 Stock (1)

41 A 61.38

(A)

or

(D)

Price

D

Common Stock

4,250 I By IRA

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

Execution Date, if

(Month/Day/Year)

any

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SEC 1474 (9-02)

Beneficial

Ownership

(Instr. 4)

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		;		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities		(Ins				Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Exercisable Date	Expiration	on Title	or		
							•		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COLE SUE W U.S. TRUST COMPANY, N.A.U.S. TRUST COMPA 301 NORTH ELM STREET301 NORTH ELM STREET GREENSBORO, NC 27401



Signatures

Roselyn R. Bar, attorney-in-fact 01/03/2006

**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).

Common stock units were accrued under the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the "Plan") and generally 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 year and one month following the date the reporting person ceases to be a Non-Employee Director, in accordance with the reporting person's election under the Plan. at

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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