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

#### MARTIN MARIETTA MATERIALS INC

Form 4

March 06, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

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

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

ZELNAK STEPHEN P JR Symb MAI			Symbol MART	2. Issuer Name <b>and</b> Ticker or Trading ymbol MARTIN MARIETTA MATERIALS INC [MLM]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
	MARIETTA ALS, INC., 2710	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/02/2006				_	_X Director 10% Owner Officer (give title Other (specify below) Chm. Pres. & CEO			
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					A	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					porting		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of and	5)	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	03/02/2006			Code V M	Amount 10,000	(D)	Price \$ 43.58	137,278	D		
Common Stock	03/02/2006			S	8,188	D	\$ 98.5902 (1)	129,090	D		
Common Stock	03/02/2006			F	1,812	D	\$ 98.68	127,278	D		
Common Stock	03/03/2006			M	10,000	A	\$ 43.58	137,278	D		

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Common Stock	03/03/2006	S	8,183	D	\$ 98.25	129,095	D
Common Stock	03/03/2006	F	1,817	D	\$ 99	127,278	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.

SEC 1474

(9-02)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)		8 I S ()
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy) (2)	\$ 43.58	03/02/2006		M	10,000	(2)	08/16/2011	Common Stock	10,000	
Stock Options (Right to buy) (2)	\$ 43.58	03/03/2006		M	10,000	<u>(2)</u>	08/16/2011	Common Stock	10,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ZELNAK STEPHEN P JR MARTIN MARIETTA MATERIALS, INC. 2710 WYCLIFF ROAD RALEIGH, NC 27607	X		Chm. Pres. & CEO			

# **Signatures**

Stephen P. 2elnak, Jr. 03/06/2006

Date

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\*\*Signature of Reporting Person

### **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).
- (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.
- The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold (1) on this date. The actual sales prices were: 500 at \$98.54; 1600 at \$98.55; 2000 at \$98.58; 600 at \$98.59; 988 at \$98.60; 1200 at \$98.61; 100 at \$98.63; 100 at \$98.64; 900 at \$98.65; 200 at \$98.66.

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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