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

#### MARTIN MARIETTA MATERIALS INC

Form 4

March 15, 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

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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).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

03/13/2006

03/13/2006

03/13/2006

03/14/2006

Stock

Stock

Stock

Stock

Common

Common

Common

| ZELNAK STEPHEN P JR Symi             |   |   | er Name <b>and</b> Ticker or Trading  FIN MARIETTA  ERIALS INC [MLM]   | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)   |  |  |  |
|--------------------------------------|---|---|--|---|--|--|--|
|                                      | MARIETTA<br>LS, INC., 2710              | ,                     | of Earliest Transaction<br>Day/Year)<br>2006   | _X Director 10% Owner Officer (give title Other (specify below) Chm. Pres. & CEO  |  |  |  |
| (Street) 4. If A                     |   |   | nendment, Date Original  | 6. Individual or Joint/Group Filing(Check   |  |  |  |
| RALEIGH                              | , NC 27607                              | Filed(M   | onth/Day/Year)   | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person  |  |  |  |
| (City)                               | (State)                                 | (Zip) Tal   | ble I - Non-Derivative Securities Acq  | uired, Disposed of, or Beneficially Owned   |  |  |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. 4. Securities Acquired (A Transactior Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price | 5. Amount of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4) |  |  |  |
| Common                               | 03/13/2006                              |   | M 12 500 A \$ 43 59  | R 130.778 D   |  |  |  |

M

F

S

M

12,500

2,254

10.246 D

12,500

D

\$ 43.58

\$ 98.06

98.1129

\$ 43.58

(1)

139,778

137,524

127,278

139,778

D

D

D

D

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| Common<br>Stock | 03/14/2006 | S | 10,249 | D | \$ 97.446<br>(2) | 129,529 | D |
|-----------------|------------|---|--------|---|------------------|---------|---|
| Common<br>Stock | 03/14/2006 | F | 2,251  | D | \$ 97.9          | 127,278 | D |

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

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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                     |
|---|---|--------------------------------------|---|--|--|----------------------------------|--------------------|---|-------------------------------------|
|   |   |                                      |   | Code V                                 | (A) (D)  | Date<br>Exercisable              | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 43.58  | 03/13/2006                           |   | M                                      | 12,500   | (3)                              | 08/16/2011         | Common<br>Stock   | 12,500                              |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 43.58  | 03/14/2006                           |   | M                                      | 12,500   | (3)                              | 08/16/2011         | Common<br>Stock   | 12,500                              |

# **Reporting Owners**

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

## **Signatures**

Stephen P. 03/15/2006 Zelnak, Jr.

Date

2 Reporting Owners

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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).
- (3) 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 on this date. The actual sales prices were: 400 at \$98.00; 300 at \$98.01; 2200 at \$98.04; 1800 at \$98.05; 200 at \$98.06; 100 at \$98.07;
- (1) 100 at \$98.08; 200 at \$98.09; 500 at \$98.11; 500 at \$98.12; 1200 at \$98.13; 100 at \$98.14; 400 at \$98.15; 100 at \$98.16; 500 at \$98.19; 300at \$98.20; 100 at \$98.21; 500 at \$98.22; 746 at \$98.38.
- 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 (2) on this date. The actual sales prices were: 100 at \$97.35; 2200 at \$97.39; 200 at \$97.40; 649 at \$97.41; 600 at \$97.42; 1600 at \$97.43; 1100 at \$97.44; 300 at \$97.45; 600 at \$97.48; 1400 at \$97.50; 100 at \$97.51; 200 at \$97.52; 100 at \$97.53; 400 at \$97.54; 700 at \$97.55.

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.

Signatures 3