

Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

Explanation of Responses:

1. The stock units were accrued under the Martin Marietta Materials, Inc. Common Stock Purchase Plan and are to be settled in cash and/or stock in a lump sum or in installments not to exceed 10 years after the reporting person ceases to be a Non-Employee Director or (ii) the date that is one month and one day after the reporting person ceases to be a Non-Employee Director, in accordance with the reporting person's agreement.

(* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ William B. Williams

Signature of

Note. File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.
(Print or Type Responses)

William B. Williams