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MARTIN MARIETTA MATERIALS INC

Form 4

September 07, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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 * SHEPHERD DANIEL G

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

MARTIN MARIETTA MATERIALS INC [MLM]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner Other (specify X_ Officer (give title

09/06/2005

below) SVP - Marketing and Bus. Dev.

MARTIN MARIETTA MATERIALS, INC.MARTIN MA, 2710 WYCLIFF ROAD2710 WYCLIFF ROAD

(State)

(Zip)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

RALEIGH, NC 27607

(City)

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficiall							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Form Owned Dire	6. Ownership Form: Direct (D) or Indirect	wnership Indirect orm: Beneficial irect (D) Ownership	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	09/02/2005		M	2,500	A	\$ 35.5	17,623	D	
Common Stock	09/02/2005		M	2,500	A	\$ 47.75	20,123	D	
Common Stock	09/02/2005		M	3,500	A	\$ 48	23,623	D	
Common Stock	09/02/2005		M	6,000	A	\$ 45.9375	29,623	D	

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Common Stock	09/02/2005	M	7,000	A	\$ 43.58	36,623	D
Common Stock	09/02/2005	F	2,662	D	\$ 71.94	33,961	D
Common Stock	09/02/2005	S	18,838	D	\$ 70.5777	15,123	D

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

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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. Transactio Code (Instr. 8)	5. Number conf Derivative Securities 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) (1)	\$ 35.5	09/02/2005		M	2,500	<u>(1)</u>	08/14/2007	Common Stock	2,500
Employee Stock Option (right to buy) (1)	\$ 47.75	09/02/2005		M	2,500	<u>(1)</u>	08/20/2008	Common Stock	2,500
Employee Stock Option (right to buy) (1)	\$ 48	09/02/2005		M	3,500	<u>(1)</u>	08/19/2009	Common Stock	3,500
Employee Stock Option (right to	\$ 45.9375	09/02/2005		M	6,000	<u>(1)</u>	08/17/2010	Common Stock	6,000

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buy) (1)

Employee

Stock

Common (1) 08/16/2011 Option \$ 43.58 09/02/2005 M 7,000 7,000 Stock (right to

buy) (1)

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

SHEPHERD DANIEL G MARTIN MARIETTA MATERIALS, INC.MARTIN 2710 WYCLIFF ROAD2710 WYCLIFF ROAD RALEIGH, NC 27607

SVP - Marketing and Bus. Dev.

Signatures

Daniel G. 09/06/2005 Shephard

**Signature of Date

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).
- 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.

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