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MARTIN MARIETTA MATERIALS INC Form 4 September 07, 2005

September	57, 2005									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO								2025 0297		
Check the	his hov	١	Vashingtor	n, D.C. 20)549			Number:		
if no lor subject Section	to STATEN	MENT OF CH	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						January 31, 2005 verage rs per	
Form 4 Form 5 obligation may corn <i>See</i> Inst 1(b).	Filed pur ons Section 17(rsuant to Sectio (a) of the Public 30(h) of the	Utility Ho	lding Coi	npan	y Act of 1	935 or Section	response	0.5	
(Print or Type	Responses)									
1. Name and SHEPHER	ssuer Name and Ticker or Trading pol RTIN MARIETTA				5. Relationship of Reporting Person(s) to Issuer					
			TERIALS I		[]		(Check all applicable)			
(Last)	(First) (te of Earliest 7 th/Day/Year)	Fransaction			Director 10% Owner Officer (give title Other (specify			
MATERIA	MARIETTA LS, INC.MARTI WYCLIFF ROAI ROAD	09/0 N	6/2005			b	elow) SVP - Mark	below) eting and Bus.	Dev.	
	(Street)		Amendment, I Month/Day/Ye	-	al	A 	. Individual or Joi Applicable Line) X_ Form filed by O	ne Reporting Per	son	
RALEIGH	, NC 27607						Form filed by Mo Person	ore than One Rej	porting	
(City)	(State)	(Zip) 7	able 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)	Execution Date, i any	1				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
G			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	09/02/2005		М	2,500	А	\$ 35.5	17,623	D		
Common Stock	09/02/2005		М	2,500	А	\$ 47.75	20,123	D		
Common Stock	09/02/2005		М	3,500	A	\$ 48	23,623	D		
Common Stock	09/02/2005		М	6,000	А	\$ 45.9375	29,623	D		

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Common Stock	09/02/2005	М	7,000	А	\$ 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.

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.

 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 on f 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		М	2,500	<u>(1)</u>	08/14/2007	Common Stock	2,500
Employee Stock Option (right to buy) (1)	\$ 47.75	09/02/2005		М	2,500	<u>(1)</u>	08/20/2008	Common Stock	2,500
Employee Stock Option (right to buy) (1)	\$ 48	09/02/2005		М	3,500	<u>(1)</u>	08/19/2009	Common Stock	3,500
Employee Stock Option (right to	\$ 45.9375	09/02/2005		М	6,000	<u>(1)</u>	08/17/2010	Common Stock	6,000

8 I S () buy) (1)

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

Reporting Owners

Reporting Owner Name / Address		Relationships					
		Director	10% Owner	Officer	Other		
SHEPHERD DANIEL G MARTIN MARIETTA MATERIALS, INC.MARTIN MA 2710 WYCLIFF ROAD2710 WYCLIFF ROAD RALEIGH, NC 27607				SVP - Marketing and Bus. Dev.			
Signatures							
Daniel G. Shephard	09/06/2005						

<u>**</u>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).
- (1) 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.