Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

MARTIN MARIETTA MATERIALS INC Form 4 November 07, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION						OMB APPROVAL					
FUNI	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check this boxif no longer subject to Section 16.Form 4 or Form 5 obligations may continue. See Instruction 								Expires:January 31 2005Estimated average burden hours per response0.5			
(Print or Type I	Responses)										
ZELNAK STEPHEN P JR Symbol MART				er Name and Ticker or Trading FIN MARIETTA ERIALS INC [MLM]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
				of Earliest Transaction Day/Year) 2005				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chairman, President and CEO			
RALEIGH,	(Street) NC 27607			ndment, Dat hth/Day/Year)	-	l		6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	One Reporting Per	rson	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	rity (Month/Day/Year) Execution Date, if			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)		
Common Stock	11/03/2005			Code V S	Amount 100	(D) D	Price \$ 76.56	(Instr. 3 and 4) 142,255 (1)	D		
Common Stock	11/03/2005			S	200	D	\$ 76.67	142,055	D		
Common Stock	11/03/2005			S	133	D	\$ 76.68	141,922	D		
Common Stock	11/03/2005			S	300	D	\$ 76.7	141,622	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	Date	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
				~				of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ZELNAK STEPHEN P JR 2710 WYCLIFF ROAD2710 WYCLIFF ROAD2710 W RALEIGH, NC 27607	Х		Chairman, President and CEO				

Signatures

Stephen P. 11/04/2005 Zelnak, Jr.

<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) Second of two Forms 4. Amount of securities beneficially owned following all reported transaction(s) is 141,622.

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.