MARTIN MARIETTA MATERIALS INC

Form 4

November 15, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ZELNAK STEPHEN P JR Issuer Symbol MARTIN MARIETTA (Check all applicable) MATERIALS INC [MLM] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) 2710 WYCLIFF ROAD2710 11/14/2005 Chairman, President and CEO WYCLIFF ROAD2710 W (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

RALEIGH, NC 27607

(State)

(Zip)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

							· · · · · · · · · · · · · · · · · · ·	,	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/14/2005		M	10,000	A	\$ 36.55	151,622	D	
Common Stock	11/14/2005		F	1,603	D	\$ 72.21	150,019	D	
Common Stock	11/14/2005		S	100	D	\$ 72.69	149,919	D	
Common Stock	11/14/2005		S	100	D	\$ 72.63	149,819	D	
Common Stock	11/14/2005		S	600	D	\$ 72.62	149,219	D	

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Form filed by More than One Reporting

Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

Common Stock	11/14/2005	S	397	D	\$ 72.61	148,822	D
Common Stock	11/14/2005	S	600	D	\$ 72.6	148,222	D
Common Stock	11/14/2005	S	300	D	\$ 72.59	147,922	D
Common Stock	11/14/2005	S	300	D	\$ 72.58	147,622	D
Common Stock	11/14/2005	S	600	D	\$ 72.57	147,022	D
Common Stock	11/14/2005	S	200	D	\$ 72.56	146,822	D
Common Stock	11/14/2005	S	200	D	\$ 72.53	146,622	D
Common Stock	11/14/2005	S	100	D	\$ 72.51	146,522	D
Common Stock	11/14/2005	S	300	D	\$ 72.49	146,222	D
Common Stock	11/14/2005	S	100	D	\$ 72.45	146,122	D
Common Stock	11/14/2005	S	100	D	\$ 72.37	146,022	D
Common Stock	11/14/2005	S	100	D	\$ 72.35	145,922	D
Common Stock	11/14/2005	S	300	D	\$ 72.34	145,622	D
Common Stock	11/14/2005	S	1,500	D	\$ 72.33	144,122	D
Common Stock	11/14/2005	S	100	D	\$ 72.31	144,022	D
Common Stock	11/14/2005	S	300	D	\$ 72.3	143,722	D
Common Stock	11/14/2005	S	400	D	\$ 72.29	143,322	D
Common Stock	11/14/2005	S	200	D	\$ 72.28	143,122	D
Common Stock	11/14/2005	S	600	D	\$ 72.27	142,522	D
Common Stock	11/14/2005	S	900	D	\$ 72.5	141,622	D

Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

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.

Deletionship

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. Transactic Code (Instr. 8)			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)	\$ 36.55	11/14/2005		M		10,000	<u>(1)</u>	08/15/2012	Common Stock	10,000

Reporting Owners

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

Signatures

Stephen P.
Zelnak, Jr.

**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.

Reporting Owners 3