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MARTIN MARIETTA MATERIALS INC Form 4 November 17, 2005 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if no longer

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

subject to

Section 16.

Form 4 or

Form 5

1(b).

1. Name and Address of Reporting Person <u>*</u> ZELNAK STEPHEN P JR	2. Issuer Name and Ticker or Trading Symbol MARTIN MARIETTA MATERIALS INC [MLM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle) 2710 WYCLIFF ROAD2710 WYCLIFF ROAD	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2005	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chairman, President and CEO		
(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		Person		

(City)	(State)	(Zip) Tabl	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acqui Transactior(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D)		of (D) Securities) Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock	11/16/2005		M	10,000	(D) A	Price \$ 36.55	151,622	D			
Common Stock	11/16/2005		F	1,610	D	\$ 72.5	150,012	D			
Common Stock	11/16/2005		S	100	D	\$ 72.61	149,912	D			
Common Stock	11/16/2005		S	200	D	\$ 72.63	149,712	D			
Common Stock	11/16/2005		S	900	D	\$ 72.65	148,812	D			

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Common Stock	11/16/2005	S	100	D	\$ 72.66 148,712	D
Common Stock	11/16/2005	S	100	D	\$ 72.67 148,612	D
Common Stock	11/16/2005	S	300	D	\$ 72.72 148,312	D
Common Stock	11/16/2005	S	2,400	D	\$ 145,912 72.74	D
Common Stock	11/16/2005	S	700	D	\$ 72.75 145,212	D
Common Stock	11/16/2005	S	100	D	\$ 72.76 145,112	D
Common Stock	11/16/2005	S	200	D	\$ 72.79 144,912	D
Common Stock	11/16/2005	S	500	D	\$ 72.8 144,412	D
Common Stock	11/16/2005	S	800	D	\$ 72.81 143,612	D
Common Stock	11/16/2005	S	1,200	D	\$ 72.82 142,412	D
Common Stock	11/16/2005	S	100	D	\$ 72.92 142,312	D
Common Stock	11/16/2005	S	200	D	\$ 142,112	D
Common Stock	11/16/2005	S	290	D	\$ 141,822	D
Common Stock	11/16/2005	S	200	D	\$ 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.

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		
	Derivative				or Disposed of		
	Security				(D)		
					(Instr. 3, 4,		

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					and 5	5)				
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) (1)	\$ 36.55	11/16/2005	М			10,000	<u>(1)</u>	08/15/2012	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address				Relationships	
	1			Officer	Other
ZELNAK STEPHEN 2710 WYCLIFF RO RALEIGH, NC 2760	Х		Chairman, President and CEO		
Signatures					
Stephen P. Zelnak, Jr.	11/17/2005				
<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.