

MARTIN MARIETTA MATERIALS INC
 Form 4
 February 22, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 STEWART JONATHAN T

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)

3. Date of Earliest Transaction (Month/Day/Year)
 02/21/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP Human Resources

MARTIN MARIETTA MATERIALS, INC., 2710 WYCLIFF ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

RALEIGH, NC 27607

(City) (State) (Zip)

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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/21/2006		M		15,000	A	\$ 43.58
Common Stock	02/21/2006		S		600	D	\$ 94.17
Common Stock	02/21/2006		S		200	D	\$ 94.18
Common Stock	02/21/2006		S		500	D	\$ 94.19
	02/21/2006		S		1,600	D	\$ 94.2

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Common Stock									
Common Stock	02/21/2006		S	700	D	\$ 94.21	48,434	D	
Common Stock	02/21/2006		S	800	D	\$ 94.24	47,634	D	
Common Stock	02/21/2006		S	1,900	D	\$ 94.25	45,734	D	
Common Stock	02/21/2006		S	100	D	\$ 94.28	45,634	D	
Common Stock	02/21/2006		S	500	D	\$ 94.41	45,134	D	
Common Stock	02/21/2006		S	500	D	\$ 94.42	44,634	D	
Common Stock	02/21/2006		S	500	D	\$ 94.47	44,134	D	
Common Stock	02/21/2006		S	1,100	D	\$ 94.5	43,034	D	
Common Stock	02/21/2006		S	1,500	D	\$ 94.5	41,534	D	
Common Stock	02/21/2006		S	1,500	D	\$ 94.6	40,034	D	
Common Stock	02/21/2006		S	1,500	D	\$ 94.7	38,534	D	
Common Stock	02/21/2006		S	1,500	D	\$ 94.8	37,034	D	
Common Stock							494	I	by 401(k) Plan

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.

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. (Instr. 3 and 4)
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	Code	and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		V	(A) (D)				
Stock Options (Right to buy) ⁽¹⁾							
\$ 43.58							
02/21/2006							
	M			⁽¹⁾	08/16/2011	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEWART JONATHAN T MARTIN MARIETTA MATERIALS, INC. 2710 WYCLIFF ROAD RALEIGH, NC 27607			SVP Human Resources	

Signatures

Jonathan T. Stewart
Date: 02/22/2006

^{**}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.