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MARTIN MARIETTA MATERIALS INC
 Form 4
 December 07, 2001

 FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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(f) of the Investment Company Act of 1940

| | | | | | |
|--|---------|----------|--|--|----------------|
| 1. Name and Address of Reporting Person(1) | | | 2. Issuer Name and Ticker or Trading Symbol | | 6. R |
| Zelnak, Jr. | Stephen | P. | Martin Marietta Materials, Inc. (MLM) | | I |
| (Last) | (First) | (Middle) | 3. IRS Identification Number of Reporting Person, if an Entity (Voluntary) | 4. Statement For Month/Year | [X] [X] |
| 2710 Wycliff Road | | | | 11/2001 | Ch Ex |
| (Street) | | | | 5. If Amendment, Date of Original (Month/Year) | 7. I ([|
| Raleigh | NC | 27607 | | | [|
| (City) | (State) | (Zip) | | | |

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount (Instr. 3) |
|---------------------------------|--------------------------------------|--------------------------------|---|-----------|------------|----------------------|
| | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/14/2001 | M | | 15,667.00 | A | 24.25 |
| Common Stock | 11/14/2001 | F | | 2,521.00 | D | 44.93 |
| Common Stock | 11/14/2001 | S | | 13,146.00 | D | 44.93 |
| | | | | | | 24,024 |

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Explanation of Responses:

(1) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock Option Plan. Options become exercisable in three equal annual installments commencing one year from the date of grant.

(*) Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Stephen

Signature of
Stephen

Note. File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.
(Print or Type Responses)