MARTIN MARIETTA MATERIALS INC

Form 4

September 13, 2002

OMB APPROVAL
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

•	Name and Address of Reporting Person* (Last, First, Middle) Leonard, Bobby F. 14409 Pettit Way			2.	Trad	Issuer Name and Ticker or Trading Symbol Martin Marietta Materials, Inc. (MLM)		3.	I.R.S. Identification Number of Reportin Person, if an entity (Voluntary)		
				4.	4. Statement for Month/Day/Year 9/2002		5.	If Amendment, Date of Original (Month/Day/Year)			
		(Street)		6.		Relationship of Reporting Person(s) to Issuer (Check All Applicable)			Individual or Joint/Group Filing (Check Applicable Line)		
	Potomac, N	MD 20854			X	Director _O	10% Owner		X	Form filed by One Reporting Person	
	(City)	(State)	(Zip)		o o	Officer (give title) Other (specify be	,		0	Form filed by More than One Reporting Person	

If the form is filed by more than one reporting person, see instruction 4(b)(v).

	Table	e I Non-Derivative	Securities A	cquired, Disposed o	f, or l	Beneficially Owi	ned	
1. Title of Security (Instr. 3)	2. Transaction Date 2a (Month/Day/Year)	a. Deemed Execution 3 Date, if any. (Month/Day/Year)	6. Transaction Code (Instr. 8)	4. Securities Acquire (A) or Disposed of (D) (Instr. 3, 4 and 5)		Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6. Ownership 7 Form: Direct (D) or Indirect (I) (Instr. 4)	. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	(A) or Amount (D) Pr	ice			
			F	Page 2				

		Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
ι.	Title of Derivative 2. Security (Instr. 3)	Conversion or Exercise 3. Price of Derivative Security	Transaction Date (Month/Day/Year)	,,	Transaction Code (Instr. 8)		5. Number of Derivative Securit Acquired (A) or Disposed of ((Instr. 3, 4 and 5)					
					Code	v	(A)	(D)				
	Stock Units (1)	1-for-1	5/23/2002	Page 3	A	V	1,392.00					

		7	Гable II			equired, Disposed of, or Beneficially C rrants, options, convertible securities		
6.	Date Exercisable and 7. Expiration Date (Month/Day/Year)		Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
	(1)	(1)	Commo Stock	on 1,392.00	32.344	3,823.43	D	
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E	xplanation (of Respons	es:					
se a l	ttled in cash Non-Employ	and/or stoo ee Directo	k in a lui r or (ii) th	mp sum or in ne date that is	installments n one month an	aterials, Inc. Common Stock Purchase P to to exceed 10 years commencing on (a d one year following the date the report ander the Plan.	i) the date the reporting per	son ceases to be
			/s/ Bo	obby F. Leona	urd	9-4-02		
			**Signa	ature of Repor	rting	Date		

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Report on a separate line for each class of securities beneficially owned directly or indirectly.

Reminder: