MARTIN MARIETTA MATERIALS INC Form 4 September 13, 2002

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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

 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)				2.		r Name and Ticker or ing Symbol	3.		ication Number of Reporting entity (Voluntary)
	Adamson, Richard G.			Martin Marietta Materials, Inc. (MLM)					
				4. Statement for Month/Day/Year		5.	If Amendment, Date of Original (Month/Day/Year)		
	10 River Overlook		_	9/2002					
(Street)		6.	Relationship of Reporting Person(s) to Issuer (<i>Check All Applicable</i>)		7.	Individual or Joint/Group Filing (Check Applicable Line)			
Sapphire, NC 28774			_	x	Director _O 10% Owner		х	Form filed by One Reporting Person	
(City)		y) (State) (Zip)			0	Officer (give title below)		0	Form filed by More than One Reporting
					0	Other (specify below)			Person

*

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

. Title of Security (Instr. 3)	2. Transaction Date 2a (Month/Day/Year)	. Deemed Execution 3 Date, if any. (Month/Day/Year)	S. 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 Transactions(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I)	Nature of Indirect Beneficial Ownershi (Instr. 4)
			Code V	(A) or Amount (D) Price			

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 3. Price of Derivative Security	Transaction Date (Month/Day/Year)	3a. Deemed Execution 4. Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
				Code	V	(A)	(D)
Stock Units (1)	1-for-1	5/23/2002		А	V	1,454.00	
			Page 3				

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Date Exercisa Expiration Da (Month/Day/Yo	ate	Title and of Under Securitie (Instr. 3 d	lying s	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 Ownershi (Instr. 4)
Date E Exercisable	xpiration Date	Title	Amount or Number of Shares				
(1)	(1)	Common Stock	1,454.00	32.344	4,333.65	D	

Explanation of Responses:

1. The stock units were accrued under the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the Plan) and are to be settled in cash and/or stock in a lump sum or in installments not to exceed 10 years commencing on (i) the date the reporting person ceases to be a Non-Employee Director or (ii) the date that is one month and one year following the date the reporting person ceases to be a Non-Employee Director, in accordance with the reporting person s election under the Plan.

/s/ Richard G. Adamson	9-4-02
**Signature of Reporting Person	Date

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

** 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.