

MARTIN MARIETTA MATERIALS INC  
 Form 4  
 November 15, 2005

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

OMB APPROVAL

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**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 \*  
 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 ROAD2710 W  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/14/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President and CEO

RALEIGH, NC 27607

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/14/2005		M		10,000	A	\$ 36.55
Common Stock	11/14/2005		F		1,603	D	\$ 72.21
Common Stock	11/14/2005		S		100	D	\$ 72.69
Common Stock	11/14/2005		S		100	D	\$ 72.63
Common Stock	11/14/2005		S		600	D	\$ 72.62

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Common Stock	11/14/2005	S	397	D	\$ 72.61	148,822	D
Common Stock	11/14/2005	S	600	D	\$ 72.6	148,222	D
Common Stock	11/14/2005	S	300	D	\$ 72.59	147,922	D
Common Stock	11/14/2005	S	300	D	\$ 72.58	147,622	D
Common Stock	11/14/2005	S	600	D	\$ 72.57	147,022	D
Common Stock	11/14/2005	S	200	D	\$ 72.56	146,822	D
Common Stock	11/14/2005	S	200	D	\$ 72.53	146,622	D
Common Stock	11/14/2005	S	100	D	\$ 72.51	146,522	D
Common Stock	11/14/2005	S	300	D	\$ 72.49	146,222	D
Common Stock	11/14/2005	S	100	D	\$ 72.45	146,122	D
Common Stock	11/14/2005	S	100	D	\$ 72.37	146,022	D
Common Stock	11/14/2005	S	100	D	\$ 72.35	145,922	D
Common Stock	11/14/2005	S	300	D	\$ 72.34	145,622	D
Common Stock	11/14/2005	S	1,500	D	\$ 72.33	144,122	D
Common Stock	11/14/2005	S	100	D	\$ 72.31	144,022	D
Common Stock	11/14/2005	S	300	D	\$ 72.3	143,722	D
Common Stock	11/14/2005	S	400	D	\$ 72.29	143,322	D
Common Stock	11/14/2005	S	200	D	\$ 72.28	143,122	D
Common Stock	11/14/2005	S	600	D	\$ 72.27	142,522	D
Common Stock	11/14/2005	S	900	D	\$ 72.5	141,622	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Includes data for Employee Stock Option.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Includes entry for ZELNAK STEPHEN P JR.

Signatures

Stephen P. Zelnak, Jr. 11/15/2005
\*\*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.

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