

MARTIN MARIETTA MATERIALS INC  
 Form 4  
 March 02, 2006

**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 \*  
 MCDONALD WILLIAM E

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)  
 1204 CROWNE BROOK CIRCLE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/28/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

FRANKLIN, TN 37067

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/28/2006		M	2,000 A \$ 36.55	3,004	D	
Common Stock	02/28/2006		M	2,000 A \$ 43.58	5,004	D	
Common Stock	02/28/2006		M	1,500 A \$ 47.75	6,504	D	
Common Stock	02/28/2006		M	1,500 A \$ 51.5	8,004	D	
Common Stock	02/28/2006		M	1,500 A \$ 63.44	9,504	D	

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Common Stock	03/01/2006 <sup>(1)</sup>	S	4,500	D	\$ 97.92	5,004	D
Common Stock	03/01/2006 <sup>(1)</sup>	S	3,400	D	\$ 98	1,604	D
Common Stock	03/01/2006 <sup>(1)</sup>	S	400	D	\$ 98.11	1,204	D
Common Stock	03/01/2006 <sup>(1)</sup>	S	200	D	\$ 98.14	1,004	D

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to buy) <sup>(2)</sup>	\$ 36.55	02/28/2006		M	2,000	<sup>(2)</sup> 08/15/2012	Common Stock	2,000
Stock Options (Right to buy) <sup>(2)</sup>	\$ 43.58	02/28/2006		M	2,000	<sup>(2)</sup> 08/16/2011	Common Stock	2,000
Stock Options (Right to buy) <sup>(2)</sup>	\$ 47.75	02/28/2006		M	1,500	<sup>(2)</sup> 05/08/2008	Common Stock	1,500
Stock Options (Right to buy) <sup>(2)</sup>	\$ 51.5	02/28/2006		M	1,500	<sup>(2)</sup> 05/23/2010	Common Stock	1,500

Stock									
Options	\$ 63.44	02/28/2006		M	1,500	<u>(2)</u>	05/19/2009	Common	1,500
(Right to buy) <u>(2)</u>								Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDONALD WILLIAM E 1204 CROWNE BROOK CIRCLE FRANKLIN, TN 37067		X		

## Signatures

Roselyn R. Bar, attorney-in-fact	03/02/2006
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    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) Notice of cashless exercise was delivered to broker on 2/28/06. Execution of the trade was effected by the broker on 3/1/06.
- (2) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options are exercisable immediately.

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.