

MARTIN MARIETTA MATERIALS INC
 Form 4
 March 08, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

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

(Last) (First) (Middle)

**MARTIN MARIETTA
 MATERIALS, INC., 2710
 WYCLIFF ROAD**

(Street)

RALEIGH, NC 27607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**MARTIN MARIETTA
 MATERIALS INC [MLM]**

3. Date of Earliest Transaction
 (Month/Day/Year)
03/06/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chm. and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or Price		
Common Stock	03/06/2007		M		12,000 A \$ 47.75	148,737	D
Common Stock	03/06/2007		M		15,000 A \$ 48	163,737	D
Common Stock	03/06/2007		F		6,948 D \$ 121.56	156,789	D
Common Stock	03/06/2007		S		20,052 D \$ 122.84	136,737	D

Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

Common Stock	03/07/2007	M	20,000	A	\$ 48	156,737	D
Common Stock	03/07/2007	F	5,169	D	\$ 122.68	151,568	D
Common Stock	03/07/2007	S	14,831	D	\$ <u>(2)</u> 125.32	136,737	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.

SEC 1474
(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)	\$ 47.75	03/06/2007		M	12,000	<u>(3)</u> 08/20/2008	Common Stock	12,000
Stock Options (Right to buy)	\$ 48	03/06/2007		M	15,000	<u>(3)</u> 08/19/2009	Common Stock	15,000
Stock Options (Right to buy)	\$ 48	03/07/2007		M	20,000	<u>(3)</u> 08/19/2009	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZELNAK STEPHEN P JR	X		Chm. and CEO	

