

LLOYD ANNE H  
Form 4  
November 29, 2005

**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 \*  
LLOYD ANNE H

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)

3. Date of Earliest Transaction (Month/Day/Year)  
11/28/2005

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
SVP, CFO and CAO

2710 WYCLIFF ROAD  
WYCLIFF ROAD

(Street)

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

RALEIGH, NC 27607

(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	11/28/2005		M		1,000	A	\$ 47.75
					13,653		
Common Stock	11/28/2005		F		121	D	\$ 75.86
					13,532		
Common Stock	11/28/2005		M		2,000	A	\$ 48
					15,532		
Common Stock	11/28/2005		F		239	D	\$ 75.86
					15,293		
Common Stock	11/28/2005		M		4,000	A	\$ 45.9375
					19,293		

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Common Stock	11/28/2005	F	512	D	\$ 75.86	18,781	D
Common Stock	11/28/2005	M	3,000	A	\$ 43.58	21,781	D
Common Stock	11/28/2005	F	415	D	\$ 75.86	21,366	D
Common Stock	11/28/2005	S	313	D	\$ 74.42	21,053	D
Common Stock	11/28/2005	S	1,400	D	\$ 74.3	19,653	D
Common Stock	11/28/2005	S	500	D	\$ 74.29	19,153	D
Common Stock	11/28/2005	S	100	D	\$ 74.28	19,053	D
Common Stock	11/28/2005	S	200	D	\$ 74.26	18,853	D
Common Stock	11/28/2005	S	3,000	D	\$ 74.25	15,853	D
Common Stock	11/28/2005	S	1,000	D	\$ 74.22	14,853	D
Common Stock	11/28/2005	S	200	D	\$ 74.01	14,653	D
Common Stock	11/28/2005	S	300	D	\$ 73.85	14,353	D
Common Stock	11/28/2005	S	1,200	D	\$ 73.84	13,153	D
Common Stock	11/28/2005	S	500	D	\$ 73.83	12,653	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I)
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(Instr. 3, 4,  
and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 47.75	11/28/2005	M				<sup>(1)</sup>	08/20/2008	Common Stock	1,000
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 48	11/28/2005	M				<sup>(1)</sup>	08/19/2009	Common Stock	2,000
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 45.9375	11/28/2005	M				<sup>(1)</sup>	08/17/2010	Common Stock	4,000
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 43.58	11/28/2005	M				<sup>(1)</sup>	08/16/2011	Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LLOYD ANNE H 2710 WYCLIFF ROAD 2710 WYCLIFF ROAD RALEIGH, NC 27607			SVP, CFO and CAO	

## Signatures

Anne H. Lloyd                      11/29/2005

<sup>(1)</sup>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.

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

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