

MARTIN MARIETTA MATERIALS INC
 Form 4
 August 23, 2007

FORM 4

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

OMB APPROVAL

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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

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)
 MARTIN MARIETTA MATERIALS, INC., 2710 WYCLIFF ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 08/21/2007

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

(Street)
 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		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)			
Common Stock	08/21/2007		M		25,000	A	\$ 42.38	180,379	D
Common Stock	08/21/2007		S		17,934	D	\$ 125.9163 <u>(1)</u>	162,445	D
Common Stock	08/21/2007		F		7,066	D	\$ 126.8	155,379	D
Common Stock	08/22/2007		M		16,667	A	\$ 42.38	172,046	D

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Common Stock	08/22/2007	M	9,762	A	\$ 61.05	181,808	D
Common Stock	08/22/2007	F	2,146	D	\$ 126.56	179,662	D
Common Stock	08/22/2007	F	4,706	D	\$ 126.56	174,956	D
Common Stock	08/22/2007	S	7,616	D	\$ 132.8341 (2)	167,340	D
Common Stock	08/22/2007	S	11,961	D	\$ 132.8341 (2)	155,379	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)	\$ 42.38	08/21/2007		M	25,000	(3) 08/17/2014	Common Stock	25,000
Stock Options (Right to buy)	\$ 42.38	08/22/2007		M	16,667	(3) 08/17/2014	Common Stock	16,667
Stock Options (Right to buy)	\$ 61.05	08/22/2007		M	9,762	(4) 05/24/2013	Common Stock	9,762

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZELNAK STEPHEN P JR MARTIN MARIETTA MATERIALS, INC. 2710 WYCLIFF ROAD RALEIGH, NC 27607	X		Chm. and CEO	

Signatures

Stephen P.
Zelnak, Jr. 08/23/2007

**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).
- (3) 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.

This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were 200 @\$125.16; 100 @\$125.24; 100 @\$125.29; 100 @\$125.30; 400 @\$125.36; 100 @\$125.39; 100 @\$125.40; 200 @\$125.42; 300 @\$125.45; 400 @\$125.47; 100 @\$125.48; 200 @\$125.49; 100 @\$125.50; 300 @\$125.52; 100 @\$125.53; 800 @\$125.55; 200 @\$125.56; 100 @\$125.57; 100 @\$125.58; 100 @\$125.59; 800 @\$125.60; 200 @\$125.62; 400 @\$125.65; 200 @\$125.67; 100 @\$125.68; 100 @\$125.69; 300 @\$125.70; 100 @\$125.72; 300 @\$125.73; 100 @\$125.75; 100 @\$125.76; 100 @\$125.80; 200 @\$125.84; 200 @\$125.85; 200 @\$125.87; 100 @\$125.93; 200 @\$125.96; 200 @\$125.97; 300 @\$125.99; 800 @\$126.00; 200 @\$126.01; 100 @\$126.02; 200 @\$126.04; 700 @\$126.07; 200 @\$126.09; 500 @\$126.10; 400 @\$126.11; 200 @\$126.12; 100 @\$126.14; 200 @\$126.15; 300 @\$126.17; 200 @\$126.18; 200 @\$126.22; 400 @\$126.23; 3400 @\$126.24; 734 @\$126.25; 100 @\$126.26; 100 @\$126.31, 200 @\$126.32, 100 @\$126.44, 200 @\$126.45, 100 @\$126.49

- (1) Weighted avg. sales price per sh of all shs sold on this date. The actual sales prices were 400@131.55; 100@131.56;200@131.58;100@131.62;300@131.67;400@131.71;100@131.72;200@131.79; 100@131.90;200@131.94;600@131.99;1500@132.00;100@132.01;400@132.05;100@132.10; 100@132.11;100@132.19;600@132.25;100@132.26;100@132.28;100@132.29;100@132.30; 200@132.31;300@132.32;200@132.33;700@132.35;100@132.36;100@132.38;277@132.39 100@132.40;100@132.41;100@132.49;100@132.50;100@132.51;100@132.59;500@132.62; (2) 100@132.73;100@132.76;200@132.86;200@132.88;100@132.94;200@132.95;300@132.97; 400@132.99;3400@133.00;100@133.04;200@133.08;300@133.10;100@133.14;100@133.18; 100@133.25;100@133.34;100@133.46;200@133.47;200@133.48;100@133.49;100@133.54; 100@133.59,200@133.67;100@133.71;100@133.85;100@133.86;200@133.90;100@134.01, 100@134.02,100@134.09;100@134.10;100@134.12;100@134.13;100@134.16;500@134.24, 200@134.25,800@134.26;300@134.27;200@134.28;100@134.36;100@134.38;100@134.40, 100@134.58

- (4) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options become exercisable in four 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. 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.