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MARTIN MARIETTA MATERIALS INC

Form 4

May 23, 2001

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FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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(f) of the Investment Company Act of 1940

| | | | | | | | | |
|---|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person (1) | | | 2. Issuer Name and Ticker or Trading Symbol | | | 6. R | | |
| Menaker, Jr. Frank H. | | | Martin Marietta Materials, Inc. (MLM) | | | | | |
| (Last) | (First) | (Middle) | 3. IRS Identification Number of Reporting Person, if an Entity (Voluntary) | | | 4. Statement For Month/Year | | |
| Lockheed Martin Corporation 6801 Rockledge Drive | | | | | | 4/2001 | | |
| (Street) | | | | | | 5. If Amendment, Date of Original (Month/Year) | | |
| Bethesda MD 20817 | | | | | | | | |
| (City) | | | (State) | | | (Zip) | | |
| | | | | | | | | |

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transac- tion Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount (Instr. 3) |
|---------------------------------|--------------------------------------|----------------------------------|---|---|------------|-------|----------------------|
| | | Code | V | Amount | (A) or (D) | Price | |
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FORM 4 (CONTINUED)

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. Transition Date (Month/Day/Year) | 4. Transition Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | |
|---|--|-------------------------------------|-------------------------------|---|---|-----|--|-----------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date |
| Stock Units (1) | 1-for-1 | 4/2/2001 | A | V | 71.00 | | (1) | (1) |
| | | | | | | | | |
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| 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--|
| 3,505.82 | D | |
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Explanation of Responses:

(1) The stock units were accrued under the Martin Marietta Materials, Inc. Common Stock Purchase and are to be settled in cash and/or stock on (i) the date the reporting person ceases to be a Non-Em date that is one month and one year following the date the reporting person ceases to be a Non-Em with the reporting person's election under the Plan.

(* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Frank H

Signature o

Note. File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.
(Print or Type Responses)

Frank H. M