

MARTIN MARIETTA MATERIALS INC
 Form 4
 May 16, 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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2006

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

MARTIN MARIETTA MATERIALS, INC., 2710 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 | | 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 | 05/12/2006 | | M | | 12,000 | A | \$ 47.75 | 139,278 | D | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 05/12/2006 | | S | | 9,886 | D | \$ 99.7275 (1) | 129,392 | D | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 05/12/2006 | | F | | 2,114 | D | \$ 104.41 | 127,278 | D | Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 05/15/2006 | | M | | 12,000 | A | \$ 47.75 | 139,278 | D | Indirect Beneficial Ownership (Instr. 4) |

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| | | | | | | | |
|--------------|------------|---|-------|---|-------------------|---------|---|
| Common Stock | 05/15/2006 | S | 9,364 | D | \$ 95.9234 (2) | 129,914 | D |
| Common Stock | 05/15/2006 | F | 2,636 | D | \$ 98.92 | 127,278 | 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) (3) | \$ 47.75 | 05/12/2006 | | M | 12,000 | (3) 08/20/2008 | Common Stock | 12,000 |
| Stock Options (Right to buy) (3) | \$ 47.75 | 05/15/2006 | | M | 12,000 | (3) 08/20/2008 | Common Stock | 12,000 |

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. Pres. & CEO | |

Signatures

Stephen P.
Zelnak, Jr.

05/16/2006

 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.

The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were: 100 at \$99.43; 200 at \$99.44; 300 at \$99.46; 200 at \$99.47; 400 at \$99.48; 100 at \$99.49; 700 at \$99.50; 300 at \$99.51; 100 at \$99.52; 500 at \$99.55; 100 at \$99.56; 400 at \$99.57; 300 at \$99.60; 200 at \$99.61; 400 at \$99.63; 100 at \$99.65; 100 at \$99.66; 1400 at \$99.70; 100 at \$99.71; 1900 at \$99.72; 500 at \$99.73; 100 at \$100.06; 200 at \$100.35; 700 at \$100.36; 100 at \$100.37; 200 at \$100.39; 186 at \$100.41.

(2) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were: 100 at \$95.77; 100 at \$95.81; 364 at \$95.82; 100 at \$95.83; 300 at \$95.84; 2300 at \$95.85; 300 at \$95.86; 200 at \$95.89; 100 at \$95.90; 300 at \$95.94; 2300 at \$95.95; 100 at \$95.97; 200 at \$95.98; 700 at \$95.99; 600 at \$96.00; 1000 at \$96.01; 100 at \$96.03; 200 at \$96.04.

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.