

MARTIN MARIETTA MATERIALS INC  
 Form 4  
 September 07, 2005

**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 \*  
 SHEPHERD DANIEL G

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 SVP - Marketing and Bus. Dev.

(Last) (First) (Middle)  
 MARTIN MARIETTA MATERIALS, INC. MARTIN MA, 2710 WYCLIFF ROAD 2710 WYCLIFF ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 09/06/2005

(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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	09/02/2005		M		2,500	A	\$ 35.5
Common Stock	09/02/2005		M		2,500	A	\$ 47.75
Common Stock	09/02/2005		M		3,500	A	\$ 48
Common Stock	09/02/2005		M		6,000	A	\$ 45.9375

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Common Stock	09/02/2005	M	7,000	A	\$ 43.58	36,623	D
Common Stock	09/02/2005	F	2,662	D	\$ 71.94	33,961	D
Common Stock	09/02/2005	S	18,838	D	\$ 70.5777	15,123	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 35.5	09/02/2005		M	2,500	<sup>(1)</sup> 08/14/2007	Common Stock	2,500	
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 47.75	09/02/2005		M	2,500	<sup>(1)</sup> 08/20/2008	Common Stock	2,500	
Employee Stock Option (right to buy) <sup>(1)</sup>	\$ 48	09/02/2005		M	3,500	<sup>(1)</sup> 08/19/2009	Common Stock	3,500	
Employee Stock Option (right to	\$ 45.9375	09/02/2005		M	6,000	<sup>(1)</sup> 08/17/2010	Common Stock	6,000	

buy) <sup>(1)</sup>  
 Employee  
 Stock  
 Option      \$ 43.58      09/02/2005      M      7,000      <sup>(1)</sup>      08/16/2011      Common      7,000  
 (right to      Stock  
 buy) <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEPHERD DANIEL G MARTIN MARIETTA MATERIALS, INC. MARTIN MA 2710 WYCLIFF ROAD 2710 WYCLIFF ROAD RALEIGH, NC 27607			SVP - Marketing and Bus. Dev.	

## Signatures

Daniel G.      09/06/2005  
 Shephard  
\*\*Signature of      Date  
 Reporting Person

## 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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