

MARTIN MARIETTA MATERIALS INC  
 Form 4  
 December 01, 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 \*  
 SIPLING PHILIP J

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)  
 11/30/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

MARTIN MARIETTA MATERIALS, INC. MARTIN MA, 2710 WYCLIFF ROAD 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 (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	(A) or (D)	Price
Common Stock	11/30/2005		M		18,000	A	\$ 35.5
Common Stock	11/30/2005		F		3,046	D	\$ 74.17
Common Stock	11/30/2005		S		300	D	\$ 74.99
Common Stock	11/30/2005		S		4,700	D	\$ 75

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Common Stock	11/30/2005	S	1,600	D	\$ 75.03	62,603	D
Common Stock	11/30/2005	S	2,100	D	\$ 75.04	60,503	D
Common Stock	11/30/2005	S	500	D	\$ 75.05	60,003	D
Common Stock	11/30/2005	S	500	D	\$ 75.06	59,503	D
Common Stock	11/30/2005	S	200	D	\$ 75.07	59,303	D
Common Stock	11/30/2005	S	100	D	\$ 75.08	59,203	D
Common Stock	11/30/2005	S	700	D	\$ 75.09	58,503	D
Common Stock	11/30/2005	S	1,500	D	\$ 75.1	57,003	D
Common Stock	11/30/2005	S	500	D	\$ 75.11	56,503	D
Common Stock	11/30/2005	S	100	D	\$ 75.13	56,403	D
Common Stock	11/30/2005	S	300	D	\$ 75.16	56,103	D
Common Stock	11/30/2005	S	200	D	\$ 75.17	55,903	D
Common Stock	11/30/2005	S	200	D	\$ 75.18	55,703	D
Common Stock	11/30/2005	S	400	D	\$ 75.2	55,303	D
Common Stock	11/30/2005	S	100	D	\$ 75.22	55,203	D
Common Stock	11/30/2005	S	300	D	\$ 75.23	54,903	D
Common Stock	11/30/2005	S	654	D	\$ 75.28	54,249	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)

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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)
				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	11/30/2005		M	18,000	<u>(1)</u> 08/14/2007	Common Stock      18,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer      Other

SIPLING PHILIP J  
 MARTIN MARIETTA MATERIALS, INC.MARTIN MA  
 2710 WYCLIFF ROAD2710 WYCLIFF ROAD  
 RALEIGH, NC 27607

Executive Vice President

## Signatures

Philip J. Sipling                      12/01/2005

                                              Date  
 \*\*Signature of 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. 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.