MARTIN MARIETTA MATERIALS INC
Form 4
March 12, 2007

FORM 4

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

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ZELNAK STEPHEN P JR

(Last) (First) (Middle)

MARTIN MARIETTA MATERIALS INC, 2710 WYCLIFF ROAD

(Street)

RALEIGH, NC 27607

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock	03/08/2007		M		20,000	A	$ 48	156,737	D	
Common Stock	03/08/2007		F		5,239	D	$ 125.34	151,498	D	
Common Stock	03/08/2007		S		14,761	D	$ 128.37 (2)	136,737	D	
Common Stock	03/09/2007		M		20,000	A	$ 48	156,737	D	

Common Stock	03/09/2007		S		14,683	D	$ 128.13 (3)	142,054	D
Common Stock	03/09/2007		F		5,317	D	$ 128.4	136,737	D

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

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SEC 1474 (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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	$ 48	03/08/2007		M			20,000	(1)	08/19/2009	Common Stock	20,000	
Stock Options (Right to buy)	$ 48	03/09/2007		M			20,000	(1)	08/19/2009	Common Stock	20,000	

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		Chairman and CEO	

Signatures

Stephen P. Zelnak, Jr.	03/12/2007
**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).

(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.

(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 $128.18; 200 at $128.24; 1100 at $128.25; 400 at $128.26; 1761 at $128.28; 100 at $128.29; 1000 at $128.30; 600 at $128.31; 200 at $128.32; 700 at $128.33; 200 at $128.34; 300 at $128.35; 100 at $128.36; 100 at $128.38; 700 at $128.39; 400 at $128.40; 200 at $128.41; 700 at $128.42; 1700 at $128.43; 1000 at $128.44; 1000 at $128.45; 300 at $128.46; 200 at $128.47; 200 at $128.48; 800 at $128.49; 600 at $128.50; 100 at $128.53.

(3) This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were 200 @$127.65; 400 @$127.66; 100 @$127.67; 400 @$127.71; 100 @$127.73; 200 @$127.74; 100 @$127.75; 300 @$127.76; 400 @$127.77; 200 @$127.78; 100 @$127.79; 383 @$127.80; 300 @$127.81; 500 @$127.82; 100 @$127.83; 200 @$127.84; 100 @$127.85; 200@$127.86; 300 @$127.87; 100 @$127.89; 100 @$128.02; 700 @$128.03; 100 @128.08; 200 @$128.10; 300 @$128.12; 100 @$128.13; 900 @$128.14; 200 @$128.15; 400 @$128.17; 100 @128.19; 200 @$128.21; 800 @$128.22; 300 @$128.23; 200 @$128.25; 200 @128.26; 100 @$128.27; 200 @$128.30; 400 @$128.31; 200 @$128.32; 100 @$128.33; 100 @$128.34; 400 @$128.35; 100 @128.36; 200 @$128.37; 300 @$128.38; 200 @$128.39; 900 @$128.40; 200 @$128.41; 100 @128.42; 300 @$128.45; 100 @$128.46; 100 @$128.50; 100 @$128.53; 500 @$128.56; 100 @$128.59; 300 @$128.60; 100 @$128.62; 100 @$128.63

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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