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MARTIN MARIETTA MATERIALS INC

Form 4 March 05, 2001

> 1 FORM 4 - EDGAR PICKUP - 92-93 FORM 4 _____

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Check box if no Instruction 1(b).

Ionger subject to
Section 16. Form 4
or Form 5 obligations
may continue. See

Filed pursuant to Section 16(a) of the Securities
Exchange Act of 1934, Section 17(a) of the
Public Utility Holding Company Act of 1007 Act of 1940

Easterlin, II		eporting Person(J.			Marietta Mate:				
(Last)	Last) (First) (Middle) 			3. IRS Identification Number of Reporting Person, if an Entity					
2710 Wycliff	Road			(Volunt	ary)	 	2/2001		 Vi
	(Street)		 			Da	Amendme te of Or onth/Yea	riginal	 7.
Raleigh	NC	27607	1			(1.1	Olicii/ 160	11 /	
(City)	(State)	(Zip)	 						
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		ADDE I NON DE	KIVAIIV	E SECURI	TIES ACQUIRED	, DISPOS.	ED OF, C	JK DENEI	
. Title of Se (Instr. 3)	ecurity 2. 1		3. Tra			s Acquir ed of (D	 ed (A)) 	5. Amo cui cia	
	ecurity 2. 1	Transaction Date (Month/Day/	3. Tra	ansac- on Code	4. Securities or Dispose (Instr. 3	s Acquir ed of (D	ed (A)) 	5. Amo cui cia Eno (In	ountritante
	ecurity 2.	Transaction Date (Month/Day/	3. Tra	nnsac- on Code ostr. 8)	4. Securities or Dispose (Instr. 3	s Acquir ed of (D , 4 and (A) or (D)	ed (A)) 	5. Amo	oun rit all d o
(Instr. 3)	ecurity 2.	Transaction Date (Month/Day/ Year)	3. Tra tic	nnsac- on Code ostr. 8)	4. Securitie: or Dispose (Instr. 3)	s Acquir ed of (D , 4 and (A) or (D)	ed (A)) 5) Price	5. Amo	oun rit all d o nst
(Instr. 3) Common Stock	ecurity 2.	Transaction Date (Month/Day/ Year)	3. Tra tic	nnsac- on Code ostr. 8)	4. Securitie: or Dispose (Instr. 3)	s Acquir ed of (D , 4 and (A) or (D)	ed (A)) 5) Price	5. Amo	ourritall

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FORM 4 (CONTINUED) TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALI (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative Security		 	action Code	 	Deriv Secur Acqui or Di or (I	vative rities ired (A) isposed (C)	Expi Date	ble and ration lth/Day/
							4, ar	nd 5)		
	 		 	 		 		· 	Date Exer-	Expira- tion
	 		 -	 Cc	de V	 	(A)	(D)	cisable	
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	9.	Number of	10	. Ownership		11. Nature of	
		Derivative		Form of	1	Indirect	
		Securities		Derivative	1	Beneficial	
		Beneficially	1	Security:		Ownership	
		Owned at End		Direct (D)	I	(Instr. 4)	-
		of Month		or Indirect (I)	I		-
		(Instr. 4)	1	(Instr. 4)			
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Explanation of Responses:

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

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)

/s/ Donal -----Signature o

Donald