

MARTIN MARIETTA MATERIALS INC  
 Form 4  
 May 23, 2007

**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 \*  
**BENNETT MARCUS C**

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)  
**2710 WYCLIFF ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/21/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/21/2007		M		3,000 A \$ 42.38	9,269	D
Common Stock	05/21/2007		M		2,000 A \$ 43.58	11,269	D
Common Stock	05/21/2007		M		1,500 A \$ 47.75	12,769	D
Common Stock <sup>(1)</sup>	05/22/2007		A		375 A \$ 121.54	13,144	D
Common Stock	05/22/2007 <sup>(2)</sup>		S		6,500 D \$ 149.2426	6,644	D

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 42.38	05/21/2007		M		(4) 08/17/2014		Common Stock	3,000
Stock Options (Right to buy)	\$ 43.58	05/21/2007		M		(4) 08/16/2011		Common Stock	2,000
Stock Options (Right to buy)	\$ 47.75	05/21/2007		M		(4) 05/08/2008		Common Stock	1,500
Stock Options (Right to buy)	\$ 151.92	05/22/2007		A		(4) 05/22/2017		Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENNETT MARCUS C 2710 WYCLIFF ROAD RALEIGH, NC 27607	X			

## Signatures

Roselyn R. Bar,  
attorney-in-fact

05/23/2007

\_\_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) Common stock units were accrued under the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the "Plan") and are to be settled in stock in a lump sum or in installments not to exceed 10 years commencing on (i) the date the reporting person ceases to be a Non-Employee Director or (ii) the date that is one month and one year following the date the reporting person ceases to be a Non-Employee Director, in accordance with the reporting person's election under the Plan.
  - (4) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options are exercisable immediately.

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: 200 at \$149.43; 1 at \$149.41; 200 at \$149.36; 1000 at \$149.35; 100 at \$149.34; 699 at \$149.33; 500 at \$149.29; 100 at \$149.28; 100 at \$149.27; 100 at \$149.23; 600 at \$149.22; 300 at \$149.21; 1100 at \$149.20; 300 at \$149.14; 700 at \$149.13; 200 at \$149.12; 300 at \$149.03.
  - (2) Notice of cashless exercise was delivered to broker on 5/21/07. Execution of the trade was effected by the broker on 5/22/07.

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.