

MARTIN MARIETTA MATERIALS INC  
 Form 4  
 May 24, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 STEWART JONATHAN T

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)  
 MARTIN MARIETTA MATERIALS, INC., 2710 WYCLIFF ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 05/22/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP Human Resources

(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

(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                    | 05/22/2007                           |  | A                              | 3,511 A \$ 0  | 44,516  | D  |   |
| Common Stock                    | 05/23/2007                           |  | M                              | 10,000 A \$ 42.38   | 54,516  | D  |   |
| Common Stock                    | 05/23/2007                           |  | S                              | 10,000 D \$ 151.3419  | 44,516  | D  |   |

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



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\$151.51; 500 at \$151.47; 500 at \$151.46; 900 at \$151.39; 300 at \$151.38; 300 at \$151.37; 300 at \$151.35; 400 at \$151.34; 4 at \$151.33; 100 at \$151.30; 296 at \$151.28; 600 at \$151.17; 500 at \$151.13; 100 at \$151.12; 300 at \$151.11; 100 at \$151.09; 800 at \$151.06; 500 at \$151.02; 300 at \$150.99.

- (2) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options become exercisable in four 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.