

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

1. Title of
 Derivative | 2.
 Conver- | 3.
 Trans- | 4.
 Trans- | 5.
 Number of | 6.
 Date Exer- | 7.
 Title and Amount
 | 8. Price | |
 Security | sion
 or | action |
 action |
 Derivative |
 cisable and | of
 Underlying | of
 | | (Instr. 3) |
 Exercise | Date
 | Code |
 Securities |
 Expiration |
 Securities |
 Deriv- | | |
 Price of |
 (Month/|
 (Instr.|
 Acquired (A) |
 Date | (Instr. 3
 and 4) | ative |
 | | Deriv- |
 Day/ | 8) | or
 Disposed |
 (Month/Day/ | |
 Secur- | | |
 ative | Year) |
 | or (D) | Year)
 | | ity | | |
 Security | | |
 (Instr. 3, | | |
 (Instr. 5)| | |
 | | | 4, and 5)
 |-----
 --|-----

-----| | | |
 | | |Date
 |Expira- | |
 Amount or| | | |
 | |-----|--

|Exer- |tion |
 Title | Number
 of| | | | | |
 Code| V | (A) |
 (D)
 |cisable|Date |
 | Shares | | |--

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 ---|-----|-----

-| |Employee
 Stock Option |
 43.58 |8/16/2001
 | A | V |15,000
 | | (1)
 |8/16/2011|Common
 | 15,000 | | |
 (right to buy)
 (1) | | | | | |
 | | |Stock | | |

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| | |-----
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-| | | | |-----

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Explanation of
Responses: (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.
(* Intentional
misstatements or
omissions of
facts constitute
Federal Criminal
/s/ Jonathan T.
Stewart 9-17-01
Violations. See
18 U.S.C. 1001
and 15 U.S.C.
78ff(a). -----

---- Signature
of Reporting
Person(*) Date
Note. File three
copies of this
form, one of
which must be
manually signed.
Jonathan T.
Stewart Page 2
If space
provided is
insufficient,
see Instruction
6 for procedure.
(Print or Type
Responses)