

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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<b>1. Name and Address of Reporting Person *</b> <u>BAR ROSELYN R</u>  (Last) (First) (Middle) 2710 WYCLIFF ROAD 2710 WYCLIFF ROAD 2710 W  (Street) RALEIGH NC 27607  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>MARTIN MARIETTA MATERIALS INC [ MLM ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Gen. Counsel and Secy</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 09/06/2005	
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> 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	09/06/2005		M		2,000	A	\$24.25	20,030	D	
Common Stock	09/06/2005		M		2,250	A	\$35.5	22,280	D	
Common Stock	09/06/2005		M		10,000	A	\$36.55	32,280	D	
Common Stock	09/06/2005		F		2,362	D	\$70.78	29,918	D	
Common Stock	09/06/2005		S		1,088	D	\$72.89	28,830	D	
Common Stock	09/06/2005		S		10,800	D	\$72.8	18,030	D	
Common Stock								1,443	I	By 401(k) plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy) <sup>(1)</sup>	\$24.25	09/06/2005		M			2,000	(1)	07/10/2006	Common Stock	2,000	(1)	0.00	D	
Employee Stock Option (right to buy) <sup>(1)</sup>	\$35.5	09/06/2005		M			2,250	(1)	08/14/2007	Common Stock	2,250	(1)	0.00	D	
Employee Stock Option (right to buy) <sup>(1)</sup>	\$36.55	09/06/2005		M			10,000	(1)	08/15/2012	Common Stock	10,000	(1)	0.00	D	

**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.

**Remarks:**

Roselyn R. Bar

09/07/2005

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.