

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>ZELNAK STEPHEN P JR</u> (Last) (First) (Middle) 2710 WYCLIFF ROAD 2710 WYCLIFF ROAD (Street) RALEIGH NC 27607 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARTIN MARIETTA MATERIALS INC [MLM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/29/2005	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	11/29/2005		M		10,000	A	\$36.55	150,333	D	
Common Stock	11/29/2005		F		1,639	D	\$73.82	148,694	D	
Common Stock	11/29/2005		S		300	D	\$74.08	148,394	D	
Common Stock	11/29/2005		S		200	D	\$74.09	148,194	D	
Common Stock	11/29/2005		S		200	D	\$74.1	147,994	D	
Common Stock	11/29/2005		S		700	D	\$74.12	147,294	D	
Common Stock	11/29/2005		S		100	D	\$74.14	147,194	D	
Common Stock	11/29/2005		S		300	D	\$74.16	146,894	D	
Common Stock	11/29/2005		S		300	D	\$74.17	146,594	D	
Common Stock	11/29/2005		S		400	D	\$74.19	146,194	D	
Common Stock	11/29/2005		S		400	D	\$74.21	145,794	D	
Common Stock	11/29/2005		S		100	D	\$74.22	145,694	D	
Common Stock	11/29/2005		S		200	D	\$74.23	145,494	D	
Common Stock	11/29/2005		S		200	D	\$74.24	145,294	D	
Common Stock	11/29/2005		S		1,300	D	\$74.25	143,994	D	
Common Stock	11/29/2005		S		400	D	\$74.26	143,594	D	
Common Stock	11/29/2005		S		200	D	\$74.27	143,394	D	
Common Stock	11/29/2005		S		100	D	\$74.28	143,294	D	
Common Stock	11/29/2005		S		200	D	\$74.29	143,094	D	
Common Stock	11/29/2005		S		200	D	\$74.3	142,894	D	
Common Stock	11/29/2005		S		100	D	\$74.31	142,794	D	
Common Stock	11/29/2005		S		200	D	\$74.35	142,594	D	
Common Stock	11/29/2005		S		400	D	\$74.4	142,194	D	
Common Stock	11/29/2005		S		200	D	\$74.41	141,994	D	
Common Stock	11/29/2005		S		200	D	\$74.42	141,794	D	
Common Stock	11/29/2005		S		100	D	\$74.45	141,694 ⁽¹⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Number of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)		8. Title of Underlying Shares	9. Amount or Number of Shares	10. Price of Derivative Security (Instr. 5)	11. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	12. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	13. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date						
Employee Stock Option (right to buy) ⁽²⁾	\$36.55	11/29/2005		M	10,000	(2)	08/15/2012	Common Stock	10,000	(2)	5,000	D	

Explanation of Responses:

1. First of two Forms 4. Amount of securities beneficially owned following all reported transaction(s) is 141,622.
2. 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:

Stephen P. Zelnak, Jr. 11/30/2005

** 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.

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