

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>BENNETT MARCUS C</u> (Last) (First) (Middle) <u>2710 WYCLIFF ROAD</u> (Street) <u>RALEIGH NC 27607</u> (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/21/2007</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/21/2007		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 ⁽¹⁾	05/22/2007		A		375	A	\$121.54	13,144	D	
Common Stock	05/22/2007 ⁽²⁾		S		6,500	D	\$149.2426 ⁽³⁾	6,644	D	

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	Amount or Number of Shares				
Stock Options (Right to buy)	\$42.38	05/21/2007		M			3,000	(4)	08/17/2014	Common Stock	3,000	\$0	0	D	
Stock Options (Right to buy)	\$43.58	05/21/2007		M			2,000	(4)	08/16/2011	Common Stock	2,000	\$0	0	D	
Stock Options (Right to buy)	\$47.75	05/21/2007		M			1,500	(4)	05/08/2008	Common Stock	1,500	\$0	0	D	
Stock Options (Right to buy)	\$151.92	05/22/2007		A			3,000	(4)	05/22/2017	Common Stock	3,000	\$0	3,000	D	

Explanation of Responses:

- 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.
- 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.
- 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.
- Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options are exercisable immediately.

Roselyn R. Bar, attorney-in-fact 05/23/2007

** 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.