
OMB APPROVAL

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

SCHEDULE 13G

(Amendment No. 2)

Under the Securities Exchange Act of 1934

Martin Marietta Materials, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

573284106

(CUSIP Number)

December 31, 2000

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 573284-10-6

13G

Page 2 of 21

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Trustees of General Electric Pension Trust
I.R.S. # 14-6015763

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
6 SHARED VOTING POWER
991,035

7 SOLE DISPOSITIVE POWER
None

8 SHARED DISPOSITIVE POWER
991,035

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

991,035

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.12% (3.67% if aggregated with the shares beneficially owned by the other Reporting Persons (as defined in the Introductory Note))

12 TYPE OF REPORTING PERSON*

EP

*SEE INSTRUCTIONS BEFORE FILLING OUT

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GE Asset Management Incorporated (see Introductory Note), as Investment
Manager of GEPT and as Investment Adviser to certain other entities and
accounts(as defined below)

I.R.S. #06-1238874

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

724,911

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

991,035

7 SOLE DISPOSITIVE POWER

724,911

8 SHARED DISPOSITIVE POWER

991,035

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,715,946

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.67% (3.67% if aggregated with the shares beneficially owned by the other
Reporting Persons (as defined in the Introductory Note))

12 TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Electric Company
I.R.S. #14-0689340

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

Disclaimed (see 9 below)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

Disclaimed (see 9 below)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership of all shares disclaimed by General Electric Company

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

Disclaimed (see 9 above)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Not applicable (see 9 above)

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Electric Capital Services, Inc. (formerly, General Electric
 Financial Services, Inc.)
 I.R.S. #06-1109503

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

None

NUMBER OF
 SHARES
 BENEFICIALLY

6 SHARED VOTING POWER

Disclaimed (see 9 below)

OWNED BY
 EACH

7 SOLE DISPOSITIVE POWER

None

REPORTING
 PERSON
 WITH

8 SHARED DISPOSITIVE POWER

Disclaimed (see 9 below)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Beneficial ownership of all shares disclaimed by General Electric Capital
 Services, Inc.

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

Disclaimed (see 9 above)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Not applicable (see 9 above)

12 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

General Electric Mortgage Insurance Corporation
I.R.S. #

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of North Carolina

5 SOLE VOTING POWER

16,440

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

16,440

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

16,440

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.03% (3.67% if aggregated with the shares beneficially owned by the other
Reporting Persons)

12 TYPE OF REPORTING PERSON*

CO, IC

*SEE INSTRUCTIONS BEFORE FILLING OUT

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Coregis Insurance Company
I.R.S. #

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Indiana

5 SOLE VOTING POWER

8,720

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

8,720

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,720

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.01% (3.67% if aggregated with the shares beneficially owned by the other Reporting Persons)

12 TYPE OF REPORTING PERSON*

IC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Employers Reinsurance Corporation
I.R.S. #

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Missouri

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

None

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER

None

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0

12 TYPE OF REPORTING PERSON*

CO, IC

*SEE INSTRUCTIONS BEFORE FILLING OUT

INTRODUCTORY NOTE: This Amendment No. 2 amends the Statement on Schedule 13G filed on behalf of General Electric Company, a New York corporation ("GE"), General Electric Investment Corporation, a Delaware corporation and a wholly owned subsidiary of GE ("GEIC"), GE Asset Management Incorporated (formerly, GE Investment Management Incorporated), a Delaware corporation and a wholly owned subsidiary of GE ("GEAM") and the Trustees of General Electric Pension Trust, a New York common law trust ("GEPT") on February 14, 2000, and as amended on May 9, 2000 (as amended, the "Schedule 13G"). This Amendment No. 2 is filed on behalf of GE, GEAM, GEPT, General Electric Capital Services, Inc., a Delaware corporation and a wholly owned subsidiary of GE ("GECS"), General Electric Mortgage Insurance Corporation, a North Carolina corporation and an indirect wholly owned subsidiary of GECS ("GEMI"), Employers Reinsurance Corporation, a Missouri corporation and an indirect wholly owned subsidiary of GECS ("ERIC") and Coregis Insurance Company, an Indiana corporation and an indirect wholly owned subsidiary of GECS ("Coregis") (collectively, the "Reporting Persons"). GEAM is a registered investment adviser and acts as the Investment Manager of GEPT, and as an Investment Adviser to certain other entities and accounts. GEAM may be deemed to be the beneficial owner of 991,035 shares of Common Stock of Martin Marietta Materials, Inc. (the "Issuer") owned by GEPT and of 724,911 shares of Common Stock of the Issuer owned by such other entities and accounts. GEAM, GEPT, GECS, GEMI, ERIC and Coregis each expressly disclaim that they are members of a "group". GECS disclaims beneficial ownership of all shares held by GEMI, ERIC and Coregis. GE disclaims beneficial ownership of all shares and expressly disclaims that it is a member of a "group".

Item 4 Ownership

| | GEPT | GEAM | GE |
|---|---------|-----------|------------|
| (a) Amount beneficially owned | 991,035 | 1,715,946 | 0 |
| (b) Percent of class | 2.12% | 3.67% | disclaimed |
| (c) No. of shares to which person has | | | |
| (i) sole power to vote or direct the vote | None | 724,911 | None |
| (ii) shared power to vote or direct | 991,035 | 991,035 | disclaimed |
| (iii) sole power to dispose or to direct disposition | None | 724,911 | None |
| (iv) shared power to dispose or to direct disposition | 991,035 | 991,035 | disclaimed |

Item 4 Ownership

| | ERIC | GEMI | Coregis | GECS | GE |
|---|------|--------|---------|------------|------------|
| (a) Amount beneficially owned | 0 | 16,440 | 8,720 | 0 | 0 |
| (b) Percent of class | 0 | 0.03% | 0.01 | disclaimed | disclaimed |
| (c) No. of shares to which person has | | | | | |
| (i) sole power to vote or direct the vote | 0 | 16,440 | 8,720 | None | None |
| (ii) shared power to vote or direct | None | None | None | disclaimed | disclaimed |
| (iii) sole power to dispose or to direct disposition | 0 | 16,440 | 8,720 | None | None |
| (iv) shared power to dispose or to direct disposition | None | None | None | disclaimed | disclaimed |

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

|X|

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

Dated: February 14, 2001

GENERAL ELECTRIC PENSION TRUST
By: GE Asset Management Incorporated,
its Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore
Title: Vice President

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

Dated: February 14, 2001

GE ASSET MANAGEMENT
INCORPORATED

By: /s/ Michael M. Pastore

Name: Michael M. Pastore
Title: Vice President

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

Dated: February 14, 2001

GENERAL ELECTRIC COMPANY

By: /s/ John H. Myers

Name: John H. Myers
Title: Vice President

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

Dated: February 14, 2001

GENERAL ELECTRIC CAPITAL
SERVICES, INC.

By: /s/ Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Attorney-in-Fact

[POWER OF ATTORNEY

The undersigned, General Electric Capital Services, Inc., a Delaware corporation (hereinafter referred to as the "Corporation") does hereby make, constitute and appoint the persons listed below as the Corporation's true and lawful agent and attorney-in-fact (hereinafter referred to as the "Attorney") to act either together or alone in the name and on behalf of the Corporation for and with respect to the matters hereinafter described.

Name of Attorney:

- Michael A. Gaudino
- Robert O. O'Reilly, Sr.
- Murry K. Stegelmann
- James Ungari
- Preston Abbott
- Leon E. Roday
- J. Gordon Smith
- Michael E. Pralle
- Iain MacKay
- Jonathan K. Sprole
- Barbara J. Gould
- Robert L. Lewis
- Wendy E. Ormond
- Mark F. Mylon

Each attorney shall have the power and authority to do the following:

To execute and deliver any Schedule 13D, Schedule 13G or Forms 3, 4 and 5 or any amendments thereto required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934 on behalf of the Corporation with regard to any securities owned by the Corporation, General Electric Capital Corporation or any of their subsidiaries.

And, in connection with the foregoing, to execute and deliver all documents, acknowledgements, consents and other agreements and to take such further action as may be necessary or convenient for the Corporation in order to more effectively carry out the intent and purpose of the foregoing.

Agreements, commitments, documents, instruments, and other writing executed by the Attorney in accordance with the terms hereof shall be binding upon the Corporation without attestation and without affixation of the seal of the Corporation. The Power of Attorney conferred hereby shall not be delegable by any Attorney. The Attorney shall serve without compensation for acting in the capacity of agent and attorney-in-fact hereunder.

Unless revoked by the Corporation, this Power of Attorney shall be governed under the laws of the State of New York and the authority of the Attorney hereunder shall terminate on March 31, 2002.

IN WITNESS WHEREOF, the Corporation has caused this Power of Attorney to be executed, attested and its corporate seal to be affixed pursuant to authority granted by the Corporation's board of directors, as of the 22nd day of February, 2000.

General Electric Capital Services, Inc.

(Corporate Seal)

By: /s/ Nancy E. Barton

Nancy E. Barton, Senior Vice President

Attest:

/s/ Brian T. MacAnaney

Brian T. McAnaney, Assistant Secretary

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

Dated: February 14, 2001

EMPLOYERS REINSURANCE
CORPORATION

By: /s/ Thomas Powers

Name: Thomas Powers
Title: Vice President

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

Dated: February 14, 2001

GENERAL ELECTRIC
MORTGAGE INSURANCE
CORPORATION

By: /s/ Jerome T. Upton

Name: Jerome T. Upton
Title: Vice President

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,
I certify that the information set forth in this statement is true, complete and
correct.

Dated: February 14, 2001

COREGIS INSURANCE
COMPANY

By: /s/ Terry Isenberg

Name: Terry Isenberg
Title: Vice President

JOINT FILING AGREEMENT

This will confirm the agreement by and between all the undersigned that the Schedule 13G on or about this date and any amendments thereto with respect to the beneficial ownership by the undersigned of shares of the Common Stock of Martin Marietta Materials, Inc. is being filed on behalf of each of the undersigned.

Dated: February 14, 2001

GENERAL ELECTRIC PENSION TRUST
By: GE Asset Management Incorporated, its
Investment Manager

By: /s/ Michael M. Pastore

Name: Michael M. Pastore
Title: Vice President

GE ASSET MANAGEMENT
INCORPORATED

By: /s/ Michael M. Pastore

Name: Michael M. Pastore
Title: Vice President

GENERAL ELECTRIC COMPANY

By: /s/ John H. Myers

Name: John H. Myers
Title: Vice President

GENERAL ELECTRIC CAPITAL
SERVICES, INC.

By: /s/ Jonathan K. Sprole

Name: Jonathan K. Sprole
Title: Attorney-in-Fact

EMPLOYERS REINSURANCE
CORPORATION

By: /s/ Thomas Powers

Name: Thomas Powers
Title: Vice President

GENERAL ELECTRIC
MORTGAGE INSURANCE
CORPORATION

By: /s/ Jerome T. Upton

Name: Jerome T. Upton
Title: Vice President

COREGIS INSURANCE
COMPANY

By: /s/ Terry Isenberg

Name: Terry Isenberg
Title: Senior Vice President

TRUSTEES OF GENERAL ELECTRIC PENSION TRUST

3003 Summer Street, P.O. Box 7900
Stamford, Connecticut 06905

The names of the Trustees of General Electric Pension Trust are as follows:

Eugene K. Bolton

Michael J. Cosgrove

Ralph R. Layman

Alan M. Lewis

Robert A. MacDougall

John H. Myers

Donald W. Torey

John J. Walker