



**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**MARTIN MARIETTA MATERIALS, INC.**  
(Exact name of registrant as specified in its charter)

**North Carolina**  
(State or other jurisdiction of incorporation or organization)

**56-1848578**  
(I.R.S. Employer Identification No.)

**2710 Wycliff Road**  
**Raleigh, North Carolina 27607**  
(Address of principal executive offices)

**Martin Marietta Materials, Inc.**  
**Common Stock Purchase Plan for Directors**  
(Full title of the plan)

**Roselyn R. Bar**  
**Vice President, General Counsel and Secretary**  
**Martin Marietta Materials, Inc.**  
**2710 Wycliff Road**  
**Raleigh, North Carolina 27607**  
**(919) 781-4550**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$.01 Par Value Per Share	50,000 Shares	\$41.47	\$2,073,500.00	\$191.00

(1) Represents the additional shares of common stock of Martin Marietta Materials, Inc. issuable pursuant to the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the "Directors Plan").

(2) Estimated solely for calculating the amount of the registration fee, pursuant to Rule 457(h) under the Securities Act.

**INCORPORATION BY REFERENCE**

This Registration Statement registers 50,000 additional shares of common stock of Martin Marietta Materials, Inc. under the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors, for which shares have previously been registered on Form S-8 (Registration No. 333-15429) (the "Prior Registration Statement"). The contents of the Prior Registration Statement are hereby incorporated by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Raleigh, State of North Carolina, on the 5th day of April, 2002.

**MARTIN MARIETTA MATERIALS, INC**

By: /s/ Roselyn R. Bar

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Roselyn R. Bar  
Vice President, General Counsel and Secretary

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## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each of the undersigned officers and directors of the Company hereby severally constitutes and appoints Roselyn R. Bar and M. Guy Brooks, III and each of them, their true and lawful attorneys-in-fact for the undersigned, in any and all capacities, each with full power of substitution to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same with exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephen P. Zelnak, Jr.</u> Stephen P. Zelnak, Jr.	Chairman of the Board, President and Chief Executive Officer	April 5, 2002
<u>/s/ Janice K. Henry</u> Janice K. Henry	Senior Vice President and Chief Financial Officer	April 5, 2002
<u>/s/ Anne H. Lloyd</u>	Vice President, Controller and Chief Accounting Officer	April 5, 2002
<u>/s/ Richard G. Adamson</u> Richard G. Adamson	Director	April 5, 2002
<u>/s/ Marcus C. Bennett</u> Marcus C. Bennett	Director	April 5, 2002
<u>/s/ Sue W. Cole</u> Sue W. Cole	Director	April 5, 2002
<u>/s/ Bobby F. Leonard</u> Bobby F. Leonard	Director	April 5, 2002
<u>/s/ Frank H. Menaker, Jr.</u> Frank H. Menaker, Jr.	Director	April 5, 2002
<u>/s/ William E. McDonald</u> William E. McDonald	Director	April 5, 2002
<u>/s/ James M. Reed</u> James M. Reed	Director	April 5, 2002
<u>/s/ William B. Sansom</u> William B. Sansom	Director	April 5, 2002
<u>/s/ Richard A. Vinroot</u> Richard A. Vinroot	Director	April 5, 2002

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## INDEX TO EXHIBITS

<u>Exhibit No.</u>		<u>Page</u>
5.	Opinion of Robinson Bradshaw & Hinson, P.A. to the legality of securities issuable under the Directors Plan.	
23.1	Consent of Ernst & Young LLP, Independent Auditors for Martin Marietta Materials, Inc. and consolidated subsidiaries.	
23.2	Consent of Robinson Bradshaw & Hinson, P.A. (included in Exhibit 5)	
24.	Powers of Attorney (included on signature page)	

ROBINSON, BRADSHAW & HINSON, P.A.  
101 North Tryon Street, Suite 1900  
Charlotte, North Carolina 28246  
Telephone (704) 377-2536  
Facsimile (704) 378-4000

STEPHEN M. LYNCH  
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INTERNET SLYNCH@RBH.COM

April 5, 2002

Martin Marietta Materials, Inc.  
2710 Wycliff Road  
Raleigh, North Carolina 27607  
Attention: Mr. Stephen P. Zelnak, Jr.

Re: Martin Marietta Materials, Inc.  
Registration on Statement on Form S-8

Ladies and Gentlemen:

We have served as special counsel to Martin Marietta Materials, Inc. (the "Company") in connection with the Company's registration statement on Form S-8 (the "Registration Statement") relating to the offer and sale of up to 50,000 shares of the Company's common stock, \$.01 par value (the "Shares"), pursuant to the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the "Plan"). We understand that the Registration Statement is being filed with the Securities and Exchange Commission and that this letter is to be included as Exhibit 5 thereof.

We have examined the Plan, the Registration Statement, the articles of incorporation and the bylaws of the Company, corporate proceedings relating to the authorization, issuance and sale of the Shares and such other documents and records as we have deemed necessary in order to enable us to render this opinion.

Based upon the foregoing, and subject to the conditions set forth below, we are of the opinion that:

1. The Company is a corporation duly organized and validly existing under the laws of the State of North Carolina; and
2. The Shares, when issued and sold by the Company pursuant to the terms and conditions of the Plan, will be legally issued, fully paid and nonassessable, and will represent validly authorized and outstanding shares of the common stock of the Company.

We hereby consent to the filing of a copy of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

ROBINSON, BRADSHAW & HINSON, P.A.

Stephen M. Lynch

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Consent of Independent Auditors

We consent to the incorporation by reference of our report dated January 28, 2002 in the Registration Statement (Form S-8 No. 333-000000) pertaining to the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors with respect to the consolidated financial statements of Martin Marietta Materials, Inc. incorporated by reference in its Annual Report (Form 10-K) for the year ended December 31, 2001 and the related financial statement schedule included therein, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

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Ernst & Young LLP

April 3, 2002