

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 Instructions 1(b).

1. Name and Address of Reporting Person
 Stephen P. Zelnak, Jr.
 2710 Wycliff Road
 NC, Raleigh 27607
2. Issuer Name and Ticker or Trading Symbol
 Martin Marietta Materials, Inc. (MLM)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Day/Year
 12/2/2002
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director () 10% Owner Officer (give title below) () Other
 (specify below)
 Chairman, President & Chief Executive Officer
7. Individual or Joint/Group Filing (Check Applicable Line)
 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	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	A/ D	Price	5. Amount of Securities Beneficially Owned Following Reported Trans(s)	6. Dir- ect (D) or Indir- ect (I)	7. Nature of Indirect Beneficial Ownership
Common Stock	12/2/ 2002	12/2/ 2002	M	8019	A			D	
Common Stock	12/2/ 2002	12/2/ 2002	F	2647	D	31.43	37333	D	

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execu- tion Date (Month/ Day/ Year)	4. Trans- action Code	5. Number of De- rivative Secu- rities Acqui- red(A) or Dis- posed of(D) Amount	6. Date Exer- cisable and Expiration Date(Month/ Day/Year) Date Expir- ation Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Deri- vative Secu- rity	9. Number of Deriva- tive Securities Benefi- cially Owned Follow- ing Reported Trans- action(s)	10. Dir- ect (D) or Indir- ect (I)	11. Nature of Indirect Beneficial Ownership
Incentive Stock FY 1999	1-for-1	12/2/ 2002	12/2/ 2002	M	8019	D 1 12/2/ 2002	Common Stock 8019		0	D	

Explanation of Responses:
 1. Units were awarded in January 2000 under the Martin Marietta Materials, Inc.
 Incentive Stock Plan. Units vested as of December 2, 2002.
 SIGNATURE OF REPORTING PERSON
 Stephen P. Zelnak, Jr.
 Stephen P. Zelnak, Jr.