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FORM 4
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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[ ] Check 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person(1)	2. Issuer Name and Ticker or Trading Symbol	6. Relationship of Reporting Person to Issuer (Check all applicable)
Henry Janice K.	Martin Marietta Materials, Inc. (MLM)	
(Last) (First) (Middle)	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)	4. Statement For Month/Year 1/30/2003	[ ] Director [ ] 10% Owner [X] Officer (give title below) [ ] Other (Specify below) Senior Vice President, CFO and Treasurer
2710 Wycliff Road (Street)		5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check applicable line) [X] Form Filed by One Reporting Person [ ] Form Filed by More Than One Reporting Person
Raleigh NC 27607 (City) (State) (Zip)			

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (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 at End of Month (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	1/28/2003	A		3,009.00	A	22.52		D	
Common Stock	1/28/2003	A		1,195.00	A			D	
Common Stock	1/28/2003	A		504.00	A	28.15	17,975.00	D	By 401(k) plan
Common Stock							2,338.00	I	

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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9. Number of
| 10.
Ownership |
11. Nature
of | |
Derivative |
Form of |
Indirect | |
Securities |
Derivative |
Beneficial |
|
Beneficially
| Security:
| Ownership
| | Owned at

End | Direct (D) | (Instr. 4) | | of Month | or Indirect (I) | | | (Instr. 4) | (Instr. 4) | | | | | | |-----------------------