

**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
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1. Name and Address of Reporting Person* <u>ZELNAK STEPHEN P JR</u>  (Last) (First) (Middle) 2710 WYCLIFF ROAD 2710 WYCLIFF ROAD  (Street) RALEIGH NC 27607  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/18/2005	
	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	11/18/2005		M		10,000	A	\$38.32	150,909	D	
Common Stock	11/18/2005		F		1,587	D	\$74.99	149,322	D	
Common Stock	11/18/2005		S		500	D	\$74.21	148,822	D	
Common Stock	11/18/2005		S		100	D	\$74.24	148,722	D	
Common Stock	11/18/2005		S		100	D	\$74.25	148,622	D	
Common Stock	11/18/2005		S		200	D	\$74.27	148,422	D	
Common Stock	11/18/2005		S		300	D	\$74.28	148,122	D	
Common Stock	11/18/2005		S		200	D	\$74.29	147,922	D	
Common Stock	11/18/2005		S		100	D	\$74.3	147,822	D	
Common Stock	11/18/2005		S		500	D	\$74.31	147,322	D	
Common Stock	11/18/2005		S		100	D	\$74.32	147,222	D	
Common Stock	11/18/2005		S		300	D	\$74.33	146,922	D	
Common Stock	11/18/2005		S		400	D	\$74.37	146,522	D	
Common Stock	11/18/2005		S		400	D	\$74.4	146,122	D	
Common Stock	11/18/2005		S		500	D	\$74.44	145,622	D	
Common Stock	11/18/2005		S		1,000	D	\$74.45	144,622	D	
Common Stock	11/18/2005		S		200	D	\$74.46	144,422	D	
Common Stock	11/18/2005		S		600	D	\$74.47	143,822	D	
Common Stock	11/18/2005		S		300	D	\$74.49	143,522	D	
Common Stock	11/18/2005		S		100	D	\$74.51	143,422	D	
Common Stock	11/18/2005		S		100	D	\$74.53	143,322	D	
Common Stock	11/18/2005		S		300	D	\$74.57	143,022	D	
Common Stock	11/18/2005		S		100	D	\$74.58	142,922	D	
Common Stock	11/18/2005		S		400	D	\$74.59	142,522	D	
Common Stock	11/18/2005		S		500	D	\$74.73	142,022	D	
Common Stock	11/18/2005		S		100	D	\$74.74	141,922	D	
Common Stock	11/18/2005		S		300	D	\$74.78	141,622 <sup>(1)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Table of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., Puts, Calls, Warrants, Options, Convertible Securities)	4. Transaction Code (Instr. 8)	5. Number of 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 or 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)	
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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying or Derivative Security (Instr. 3 and 4)		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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy) <sup>(2)</sup>	\$38.32	11/18/2005		M	10,000	(2) 08/19/2013	Common Stock 10,000	(2)	105,000	D		

**Explanation of Responses:**

1. First of two Forms 4. Amount of securities beneficially owned following all reported transaction(s) is 141,622.
2. Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options become exercisable in three equal annual installments commencing one year from the date of grant.

**Remarks:**

Stephen P. Zelnak, Jr.                      11/21/2005  
 \*\* 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.

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