FORM 4

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) Zelnak, Jr. Stephen P.			2. Issuer Name and Ticker or Trading Symbol Martin Marietta Materials, Inc. (MLM)				6. Relationship of Reporting Person to Issuer (Check all applicable)			
(Last) (Fir:	st) (Middle)	i	Number of Reporting		Mo	4. Statement For Month/Year		[X] Director [] 10% Owner [] [X] Officer (give [] Other (Specify)		
2710 Wycliff Road 			Person, if an Entity (Voluntary)			 1/30/2003 		title below) below) Chairman, President and Chief Executive Officer		
 (Street) 		i			5. If Amendment, Date of Original					
Raleigh NC 	27607	l I			(Month/Year) 		[X] Form Filed by One Reporting Person			
(City) (Sta	ate) (Zip)	 						[] Form Filed by More Than One Reporting Person		
TABLE I NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/ Year)	tion	tion Code or Disposed (Instr. 8)		ed of (D)	ci En		rities Benefi- ally Owned at d of Month	ship of Form: di Direct Be	7. Nature of In- direct Benefi-
 	 	 Code		(Instr. 3,	(A) or	Price	į ,	(I) ship		Owner- ship
 	 	 		 	(D)	 	 	ا ا	(Instr. 4)	(Instr. 4)
Common Stock	1/28/2003 	A	i 	13,655.00 	A 	22.52 	 	 	D	
Common Stock	1/28/2003 	A 	 	2,998.00 		 	 	 	D	
Common Stock	1/28/2003 	A		1,221.00	A	28.15	5 	0,117.00	D	
 	 	 		 		 	 	ا 		
 	 	 		' 		 	 	' 		
 	 	 		 		 	 	 		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 |
 2. Conver-
|3. Trans-
 |4. Trans-
 |5. Number
of | 6. Date
 Exer- |7.
 Title and
 Amount |8.
 Price | |
 Security |
 sion or |
  action |
  action |
Derivative |
cisable and
    | of
Underlying |
of | |
(Instr. 3) |
 Exercise |
Date | Code
  Securities
  Expiration
  Securities
  Deriv- | |
Price of |
  (Month/|
  (Instr.|
Acquired (A)
  | Date |
  (Instr. 3
  and 4) |
ative | | |
Deriv- |
Day/ | 8) |
of Disposed
     - 1
(Month/Day/
| | Secur- |
| | ative |
Year) | | or
(D) | Year)
| | ity | |
| Security |
| | (Instr.
3, | | |
(Instr. 5)|
| | | | 4,
and 5) |----
-----
-----
Amount or | |
| | | |----
----|----
----|
Exer- |tion
 | Title |
Number of | |
 | | | | Code| V |
(A) | (D) |
cisable|Date
| | Shares |
 |-----
```

--|------------|----|------------ | -------| | | | | -------|----|----|----|----------------_____ |----|----| -----I + I + I + I| | | | | | | | --------|----|-|------------ | --------| | | | | | --|----| ---|-----|-------------- | 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) |
---| | | |
-----
----| | |
----| | |
| | |----
| | | |----
----|-----
-----
| | | | - --
    ----
Explanation
    of
 Responses:
 Intentional
misstatements
or omissions
  of facts
 constitute
  Federal
Criminal /s/
 Stephen P.
 Zelnak, Jr.
   1-30-03
 Violations.
   See 18
U.S.C. 1001
and 15
U.S.C.
78ff(a). ---
_____
Signature of
 Reporting
  Person(1)
Date Stephen
 P. Zelnak,
 Jr. Note.
 File three
 copies of
 this form,
one of which
  must be
  manually
signed. Page
 2 If space
 provided is
insufficient,
    see
 Instruction
   6 for
 procedure.
  (Print or
    Type
 Responses)
```