

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) |
or Disposed
|

(Month/Day/
| | Secur- |
| | ative |
Year) | | or
(D) | Year)
| | ity | |
| Security |
| | (Instr.
3, | | |
(Instr. 5)|
| | | | 4,
and 5) |-----

-|-----

| | | | | |
| Date

|Expira- | |
Amount or| |
| | | |-----
-----|-----
-----|

Exer- |tion
| Title |
Number of| |
| | | | |
Code| V |
(A) | (D) |
cisable|Date
| | Shares |

Martin
Marietta
Materials,
Inc. Amended
and Restated
Stock-Based
Award Plan.
Options are
exercisable
immediately.

(*)

Intentional
misstatements
or omissions
of facts
constitute
Federal
Criminal /s/
Marcus C.
Bennett 9-9-
01
Violations.
See 18
U.S.C. 1001
and 15
U.S.C.
78ff(a). ---

Signature of
Reporting
Person(1)
Date 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)