

MARTIN MARIETTA MATERIALS INC
 Form 4
 March 02, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCDONALD WILLIAM E

2. Issuer Name and Ticker or Trading Symbol
 MARTIN MARIETTA MATERIALS INC [MLM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1204 CROWNE BROOK CIRCLE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

FRANKLIN, TN 37067

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. 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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/28/2006 | | M | 2,000 A \$ 36.55 | 3,004 | D | |
| Common Stock | 02/28/2006 | | M | 2,000 A \$ 43.58 | 5,004 | D | |
| Common Stock | 02/28/2006 | | M | 1,500 A \$ 47.75 | 6,504 | D | |
| Common Stock | 02/28/2006 | | M | 1,500 A \$ 51.5 | 8,004 | D | |
| Common Stock | 02/28/2006 | | M | 1,500 A \$ 63.44 | 9,504 | D | |

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| | | | | | | | |
|--------------|---------------------------|---|-------|---|----------|-------|---|
| Common Stock | 03/01/2006 ⁽¹⁾ | S | 4,500 | D | \$ 97.92 | 5,004 | D |
| Common Stock | 03/01/2006 ⁽¹⁾ | S | 3,400 | D | \$ 98 | 1,604 | D |
| Common Stock | 03/01/2006 ⁽¹⁾ | S | 400 | D | \$ 98.11 | 1,204 | D |
| Common Stock | 03/01/2006 ⁽¹⁾ | S | 200 | D | \$ 98.14 | 1,004 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

| 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) | 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. Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy) ⁽²⁾ | \$ 36.55 | 02/28/2006 | | M | 2,000 | ⁽²⁾ 08/15/2012 | Common Stock | 2,000 |
| Stock Options (Right to buy) ⁽²⁾ | \$ 43.58 | 02/28/2006 | | M | 2,000 | ⁽²⁾ 08/16/2011 | Common Stock | 2,000 |
| Stock Options (Right to buy) ⁽²⁾ | \$ 47.75 | 02/28/2006 | | M | 1,500 | ⁽²⁾ 05/08/2008 | Common Stock | 1,500 |
| Stock Options (Right to buy) ⁽²⁾ | \$ 51.5 | 02/28/2006 | | M | 1,500 | ⁽²⁾ 05/23/2010 | Common Stock | 1,500 |

| | | | | | | | | | |
|---------------------------|----------|------------|--|---|-------|------------|------------|--------|-------|
| Stock | | | | | | | | | |
| Options | \$ 63.44 | 02/28/2006 | | M | 1,500 | <u>(2)</u> | 05/19/2009 | Common | 1,500 |
| (Right to buy) <u>(2)</u> | | | | | | | | Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCDONALD WILLIAM E 1204 CROWNE BROOK CIRCLE FRANKLIN, TN 37067 | | X | | |

Signatures

| | |
|-------------------------------------|------------|
| Roselyn R. Bar, attorney-in-fact | 03/02/2006 |
|-------------------------------------|------------|

 Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Notice of cashless exercise was delivered to broker on 2/28/06. Execution of the trade was effected by the broker on 3/1/06.
- (2) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options are exercisable immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.