

MARTIN MARIETTA MATERIALS INC  
 Form 4  
 February 13, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 STEWART JONATHAN T

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/09/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP Human Resources

MARTIN MARIETTA MATERIALS, INC., 2710 WYCLIFF ROAD

(Street)

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

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)	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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/09/2007		M	15,000 A \$ 45.9375	56,005	D	
Common Stock	02/09/2007		S	15,000 D \$ 125.03 (1)	41,005	D	

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

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SEC 1474 (9-02)

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**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)	\$ 45.9375	02/09/2007		M	15,000	(2) 08/17/2010	Common Stock	15,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

STEWART JONATHAN T  
MARTIN MARIETTA MATERIALS, INC.  
2710 WYCLIFF ROAD  
RALEIGH, NC 27607

SVP Human Resources

## Signatures

Jonathan T. Stewart                      02/12/2007

\_\_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).
- (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.  
  
This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were:  
100@ \$126.13; 200@ \$126.10; 100@ \$126.03; 600@ \$126.01; 1,500@ \$126.00; 100@ \$125.87; 100@ \$125.85; 300@ \$125.84; 300@ \$125.82; 200@ \$125.76; 200@ \$125.75; 400@ \$125.71; 100@ \$125.64; 300@ \$125.55; 300@ \$125.52; 200@ \$125.51; 100@ \$125.50; 100@ \$125.40; 100@ \$125.33; 200@ \$125.28; 200@ \$125.23; 100@ \$125.22; 200@ \$125.21; 100@ \$125.20; 100@ \$125.18; 100@ \$125.16; 500@ \$125.15; 100@ \$125.10; 300@ \$125.09; 100@ \$125.08; 100@ \$125.07; 600@ \$125.00; 100@ \$124.96; 100@ \$124.94; 400@ \$124.85; 200@ \$124.74; 100@ \$124.73; 200@ \$124.71; 700@ \$124.68; 200@ \$124.67; 100@ \$124.66; 100@ \$124.65; 200@ \$124.61; 100@ \$124.59; 100@ \$124.57; 400@ \$124.54; 100@ \$124.53; 100@ \$124.52; 100@ \$124.50; 100@ \$124.49; 100@ \$124.48; 200@ \$124.41; 200@ \$124.28; 300@ \$124.13; 100@ \$124.10; 800@ \$124.09; 600@ \$124.01; 800@ \$124.00; 300@ \$123.98; 100@ \$123.97.

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.