

MARTIN MARIETTA MATERIALS INC

Form 4

February 13, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHEPHERD DANIEL G

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)
MARTIN MARIETTA
MATERIALS, INC., 2710
WYCLIFF ROAD

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

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Exec VP

(Street)
RALEIGH, NC 27607

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 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	02/09/2007		M		4,000	A \$ 38.32	28,524 D
Common Stock	02/09/2007		M		8,000	A \$ 42.38	36,524 D
Common Stock	02/09/2007		F		897	D \$ 123.85	35,627 D
Common Stock	02/09/2007		F		1,708	D \$ 123.85	33,919 D
	02/09/2007		S		3,103	D	30,816 D

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Common					\$		
Stock					125.51		
					<u>(1)</u>		
Common	02/09/2007	S	6,292	D	\$	24,524	D
Stock					125.51		
					<u>(1)</u>		

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

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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. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 38.32	02/09/2007		M	4,000	<u>(2)</u>	08/19/2013	Common Stock	4,000	
Stock Options (Right to buy)	\$ 42.38	02/09/2007		M	8,000	<u>(2)</u>	08/17/2014	Common Stock	8,000	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHEPHERD DANIEL G MARTIN MARIETTA MATERIALS, INC. 2710 WYCLIFF ROAD RALEIGH, NC 27607	Exec VP

Signatures

Daniel G.
Shephard

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:
(1) 1300@ \$124.75; 195@ \$125.74; 3300@ \$125.71; 600@ \$125.70; 100@ \$125.67; 500@ \$125.66; 100@ \$125.63; 200@ \$125.57; 300@ \$125.56; 500@ \$125.55; 600@ \$125.54; 100@ \$125.52; 300@ \$125.51; 100@ \$125.50; 400@ \$125.49; 100@ \$125.48; 100@ \$125.47; 400@ \$125.46; 200@ \$125.72.

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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