

MARTIN MARIETTA MATERIALS INC
 Form 4
 August 23, 2007

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 *
ZELNAK STEPHEN P JR

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)
08/21/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chm. and CEO

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		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)			
Common Stock	08/21/2007		M		25,000	A	\$ 42.38	180,379	D
Common Stock	08/21/2007		S		17,934	D	\$ 125.9163 <u>(1)</u>	162,445	D
Common Stock	08/21/2007		F		7,066	D	\$ 126.8	155,379	D
Common Stock	08/22/2007		M		16,667	A	\$ 42.38	172,046	D

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Common Stock	08/22/2007	M	9,762	A	\$ 61.05	181,808	D
Common Stock	08/22/2007	F	2,146	D	\$ 126.56	179,662	D
Common Stock	08/22/2007	F	4,706	D	\$ 126.56	174,956	D
Common Stock	08/22/2007	S	7,616	D	\$ 132.8341 (2)	167,340	D
Common Stock	08/22/2007	S	11,961	D	\$ 132.8341 (2)	155,379	D

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. Amount or Number of Shares
Stock Options (Right to buy)	\$ 42.38	08/21/2007		M	25,000	(3) 08/17/2014	Common Stock	25,000
Stock Options (Right to buy)	\$ 42.38	08/22/2007		M	16,667	(3) 08/17/2014	Common Stock	16,667
Stock Options (Right to buy)	\$ 61.05	08/22/2007		M	9,762	(4) 05/24/2013	Common Stock	9,762

