

Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

MARTIN MARIETTA MATERIALS INC
 Form 4
 January 10, 2002

 FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person(1)			2. Issuer Name and Ticker or Trading Symbol		6. R
Shephard	Daniel	G.	Martin Marietta Materials, Inc. (MLM)		I
(Last)	(First)	(Middle)			
2710 Wycliff Road			3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)		4. Statement For Month/Year
					12/2001
(Street)					5. If Amendment, Date of Original (Month/Year)
Raleigh	NC	27607			7. I
(City)	(State)	(Zip)			(

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

1. Title of Security (Instr. 3)	2. Transaction Date (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 (Instr. 3)
		Code	V	Amount	(A) or (D)	Price	
Common Stock	12/3/2001	M		250.00	A		
Common Stock	12/3/2001	F		84.00	D	42.61	
Common Stock	12/3/2001	G	V	166.00	D	6,404.00	
Common Stock	12/3/2001	G	V	166.00	A	582.00	

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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 Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)
Incentive Stock FY1998	1-for-1	12/3/2001	M	250.00	(1) (1)

9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
0.00	D	

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Explanation of Responses:

1. Units were awarded in January 1999 under the Martin Marietta Materials, Inc. Incentive Stock Plan. Units vested as of December 1, 2001.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note. File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.
(Print or Type Responses)

/s/ Daniel

Signature of
Daniel G