

Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

MARTIN MARIETTA MATERIALS INC
Form 4
July 25, 2001

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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
Reed	James	M.	Martin Marietta Materials, Inc. (MLM)			
(Last)	(First)	(Middle)	3. IRS Identification	4. Statement For	[X	
			Number of Reporting	Month/Year	[
			Person, if an Entity			
7484 E. Thorntree Drive			(Voluntary)	5/2001		
	(Street)			5. If Amendment,	7. I	
				Date of Original	(
Scottsdale	AZ	85262		(Month/Year)	[
(City)	(State)	(Zip)				

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/ Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount	
			Code	V	Amount	(A) or (D)	Price

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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)
Stock Units (1)	1-for-1	5/22/2001	A V	1,146.00	(1) (1)
Stock Units (1)	1-for-1	5/22/2001	A V	10.00	(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)
3,740.09	D	

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Explanation of Responses:

1. The stock units were accrued under the Martin Marietta Materials, Inc. Common Stock Purchase Plan and are to be settled in cash and/or stock in a lump sum or in installments not to exceed 10 years after the reporting person ceases to be a Non-Employee Director or (ii) the date that is one month and one day after the reporting person ceases to be a Non-Employee Director, in accordance with the reporting person's plan.

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

/s/ James M. Reardon

Signature of Reporting Person

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

James M. Reardon

(Print or Type Responses)