

MARTIN MARIETTA MATERIALS INC  
 Form 4  
 November 30, 2005

**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)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President and CEO

(Last) (First) (Middle)  
 2710 WYCLIFF ROAD  
 WYCLIFF ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/29/2005

RALEIGH, NC 27607

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/29/2005		M		10,000	A	\$ 36.55
Common Stock	11/29/2005		F		1,639	D	\$ 73.82
Common Stock	11/29/2005		S		300	D	\$ 74.08
Common Stock	11/29/2005		S		200	D	\$ 74.09
Common Stock	11/29/2005		S		200	D	\$ 74.1
							147,994

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Common Stock	11/29/2005	S	700	D	\$ 74.12	147,294	D
Common Stock	11/29/2005	S	100	D	\$ 74.14	147,194	D
Common Stock	11/29/2005	S	300	D	\$ 74.16	146,894	D
Common Stock	11/29/2005	S	300	D	\$ 74.17	146,594	D
Common Stock	11/29/2005	S	400	D	\$ 74.19	146,194	D
Common Stock	11/29/2005	S	400	D	\$ 74.21	145,794	D
Common Stock	11/29/2005	S	100	D	\$ 74.22	145,694	D
Common Stock	11/29/2005	S	200	D	\$ 74.23	145,494	D
Common Stock	11/29/2005	S	200	D	\$ 74.24	145,294	D
Common Stock	11/29/2005	S	1,300	D	\$ 74.25	143,994	D
Common Stock	11/29/2005	S	400	D	\$ 74.26	143,594	D
Common Stock	11/29/2005	S	200	D	\$ 74.27	143,394	D
Common Stock	11/29/2005	S	100	D	\$ 74.28	143,294	D
Common Stock	11/29/2005	S	200	D	\$ 74.29	143,094	D
Common Stock	11/29/2005	S	200	D	\$ 74.3	142,894	D
Common Stock	11/29/2005	S	100	D	\$ 74.31	142,794	D
Common Stock	11/29/2005	S	200	D	\$ 74.35	142,594	D
Common Stock	11/29/2005	S	400	D	\$ 74.4	142,194	D
Common Stock	11/29/2005	S	200	D	\$ 74.41	141,994	D
Common Stock	11/29/2005	S	200	D	\$ 74.42	141,794	D
	11/29/2005	S	100	D		141,694 <sup>(1)</sup>	D



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- (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.

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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