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MARTIN MARIETTA MATERIALS INC

Form 4

February 22, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

02/21/2006

(Print or Type	Responses)										
STEWART JONATHAN T Symbo MAR				r Name and IN MARI RIALS IN	ETTA		ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	MARIETTA LS, INC., 2710	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/21/2006					Director 10% Owner Sylvantification of the control			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) RALEIGH, NC 27607							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)	Tabl	le I - Non-L	Derivative S	Securi	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	med n Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/21/2006			Code V M	Amount 15,000	(D)	Price \$ 43.58	(Instr. 3 and 4) 52,034	D		
Common Stock	02/21/2006			S	600	D	\$ 94.17	51,434	D		
Common Stock	02/21/2006			S	200	D	\$ 94.18	51,234	D		
Common Stock	02/21/2006			S	500	D	\$ 94.19	50,734	D		

S

1,600

D

\$ 94.2 49,134

D

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Common Stock								
Common Stock	02/21/2006	S	700	D	\$ 94.21	48,434	D	
Common Stock	02/21/2006	S	800	D	\$ 94.24	47,634	D	
Common Stock	02/21/2006	S	1,900	D	\$ 94.25	45,734	D	
Common Stock	02/21/2006	S	100	D	\$ 94.28	45,634	D	
Common Stock	02/21/2006	S	500	D	\$ 94.41	45,134	D	
Common Stock	02/21/2006	S	500	D	\$ 94.42	44,634	D	
Common Stock	02/21/2006	S	500	D	\$ 94.47	44,134	D	
Common Stock	02/21/2006	S	1,100	D	\$ 94.5	43,034	D	
Common Stock	02/21/2006	S	1,500	D	\$ 94.5	41,534	D	
Common Stock	02/21/2006	S	1,500	D	\$ 94.6	40,034	D	
Common Stock	02/21/2006	S	1,500	D	\$ 94.7	38,534	D	
Common Stock	02/21/2006	S	1,500	D	\$ 94.8	37,034	D	
Common Stock						494	I	by 401(k) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			(]
	Derivative				or Disposed of			
	Security				(D)			
					(Instr. 3, 4,			

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and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy) (1)	\$ 43.58	02/21/2006	M			15,000	<u>(1)</u>	08/16/2011	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STEWART JONATHAN T MARTIN MARIETTA MATERIALS, INC. 2710 WYCLIFF ROAD RALEIGH, NC 27607

SVP Human Resources

Signatures

Jonathan T. 02/22/2006 Stewart

**Signature of Date
Reporting Person

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).
- (1) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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