

MARTIN MARIETTA MATERIALS INC
 Form 4
 March 01, 2006

FORM 4

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

OMB APPROVAL

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

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 *
HENRY JANICE K

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)
 Sr. Vice Pres.

(Last) (First) (Middle)
MARTIN MARIETTA MATERIALS, INC., 2710 WYCLIFF ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2006

RALEIGH, NC 27607
 (City) (State) (Zip)

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

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	02/27/2006		M		10,000	A	\$ 43.58
Common Stock	02/27/2006		S		8,189	D	\$ 98.2157 (1)
Common Stock	02/27/2006		F		1,811	D	\$ 98.59
Common Stock	02/28/2006		M		10,000	A	\$ 43.58

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Common Stock	02/28/2006	S	8,190	D	\$ 96.9051 (2)	27,649	D
Common Stock	02/28/2006	F	1,810	D	\$ 98.48	25,839	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) (3)	\$ 43.58	02/27/2006		M	10,000	(3) 08/16/2011	Common Stock	10,000
Stock Options (Right to buy) (3)	\$ 43.58	02/28/2006		M	10,000	(3) 08/16/2011	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENRY JANICE K MARTIN MARIETTA MATERIALS, INC. 2710 WYCLIFF ROAD RALEIGH, NC 27607			Sr. Vice Pres.	

Signatures

Janice K. Henry

03/01/2006

**Signature of
Reporting Person

Date

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).
- (3) 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.

The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold
(1) on this date. The actual sales prices were: 289 at \$98.35; 100 at \$98.32; 300 at \$98.27; 100 at \$98.31; 200 at \$98.33; 300 at \$98.24; 600 at \$98.23; 400 at \$98.22; 200 at \$98.29; 200 at \$98.25; 400 at \$98.20; 5100 at \$98.19
(2) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were: 290 at \$96.99; 100 at \$96.98; 200 at \$96.95; 7400 at \$96.90; 200 at \$96.89.

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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