

LLOYD ANNE H
Form 4
May 24, 2007

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 *
LLOYD ANNE H

2. Issuer Name and Ticker or Trading Symbol
MARTIN MARIETTA
MATERIALS INC [MLM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

MARTIN MARIETTA
MATERIALS, INC., 2710
WYCLIFF ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
05/22/2007

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
SVP/CFO/Treas.

(Street)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/22/2007		A		4,301	A	\$ 0 25,416 D
Common Stock	05/23/2007		M		2,000	A	\$ 36.55 27,416 D
Common Stock	05/23/2007		M		10,000	A	\$ 38.32 37,416 D
Common Stock	05/23/2007		S		8,598	D	\$ 150.78 28,818 D

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Common Stock 05/23/2007 F 3,402 D \$ 151.92 25,416 D

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

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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)			
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Stock Options (Right to buy)	\$ 151.92	05/22/2007		A	8,602	(2) 05/22/2015	Common Stock	8,602		
Stock Options (Right to buy)	\$ 36.55	05/23/2007		M	2,000	(3) 08/15/2012	Common Stock	2,000		
Stock Options (Right to buy)	\$ 38.32	05/23/2007		M	10,000	(3) 08/19/2013	Common Stock	10,000		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LLOYD ANNE H
MARTIN MARIETTA MATERIALS, INC.
2710 WYCLIFF ROAD
RALEIGH, NC 27607

SVP/CFO/Treas.

Signatures

Anne H. Lloyd 05/24/2007

**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.
- (2) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options become exercisable in four 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: 100 at \$150.93; 100 at \$150.88; 300 at \$150.87; 100 at \$150.85; 500 at \$150.84; 100 at \$150.83; 100 at \$150.82; 100 at \$150.81; 300 at \$150.80; 300 at \$150.76; 2000 at \$150.70; 4000 at \$150.55; 598 at \$150.50

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.