Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

MARTIN M Form 4 May 24, 20	MARIETTA MAT 07	ERIALS	INC									
									OMB AP	PROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549							OMMISSION	OMB Number:	3235-0287			
Check t if no lo subject Section Form 4 Form 5	nger to STATEN 16. or	s box er STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 5. SECURITIES										
obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17(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)											
									Relationship of Reporting Person(s) to ssuer (Check all applicable)			
(Last)	(First) (Middle)			-	-		Director	10%	Owner		
MARTIN MATERIA WYCLIFF						Officer (give title Other (specify elow) below) SVP Human Resources						
DALEICH	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
	I, NC 27007						:	Person		-		
(City)	(State)	(Zip)	Tal	ble I - Non-	Derivative	e Secu	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deema Execution any (Month/Da	on Date, if TransactionDisposed of (D) Se Code (Instr. 3, 4 and 5) Be Day/Year) (Instr. 8) Ov (A) Tr				or 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)			
Common				Code V	Amount	(D)	Price					
Stock	05/22/2007			А	3,511	А	\$0	44,516	D			
Common Stock	05/23/2007			М	10,000	А	\$ 42.38	54,516	D			
Common Stock	05/23/2007			S	10,000	D	\$ 151.341 (1)	9 44,516	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. Transactio Code (Instr. 8)	5. Number of iorDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Options (Right to buy)	\$ 151.92	05/22/2007		A	7,021		(2)	05/22/2015	Common Stock	7,021
Stock Options (Right to buy)	\$ 42.38	05/23/2007		М		10,000	(3)	08/17/2014	Common Stock	10,000

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. 05/24/2007 Stewart

**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.
 (3) Options become exercisable in three equal annual installments commencing one year from the date of grant.
- (1) 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: 500 at \$151.60; 600 at \$151.56; 700 at \$151.55; 300 at \$151.53; 600 at \$151.52; 500 at

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\$151.51; 500 at \$151.47; 500 at \$151.46; 900 at \$151.39; 300 at \$151.38; 300 at \$151.37; 300 at \$151.35; 400 at \$151.34; 4 at \$151.33; 100 at \$151.30; 296 at \$151.28; 600 at \$151.17; 500 at \$151.13; 100 at \$151.12; 300 at \$151.11; 100 at \$151.09; 800 at \$151.06; 500 at \$151.02; 300 at \$150.99.

(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.

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.