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MARTIN MARIETTA MATERIALS INC
 Form 4
 February 15, 2001

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 FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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(f) of the Investment Company Act of 1940

| | | | | | |
|--|---------|----------|--|--|------|
| 1. Name and Address of Reporting Person(1) | | | 2. Issuer Name and Ticker or Trading Symbol | | 6. R |
| Easterlin, III Donald J. | | | Martin Marietta Materials, Inc. (MLM) | | |
| (Last) | (First) | (Middle) | 3. IRS Identification Number of Reporting Person, if an Entity (Voluntary) | 4. Statement For Month/Year | [X |
| 2710 Wycliff Road | | | | 1/2001 | Vice |
| (Street) | | | | 5. If Amendment, Date of Original (Month/Year) | 7. I |
| Raleigh | NC | 27607 | | | (|
| (City) | (State) | (Zip) | | | [|

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount (Instr. 3) |
|---------------------------------|--------------------------------------|--------------------------------|---|---|------------|-------|----------------------|
| | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 1/18/2001 | A | V | 589.00 | A | 40.46 | |
| Common Stock | 1/18/2001 | A | V | 1,553.00 | A | | 5,0 |
| Common Stock | | | | | | | 7 |

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FORM 4 (CONTINUED)

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) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | |
|---|--|---|-----------------------------------|---|--|-----|---|-----------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date |
| Incentive Stock FY 2000 (1) | | 1/18/2001 | A | V | 1224.00 | | 12/01/2003 | 12/01/2003 |
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| 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|
| 1,224.00 | D | |

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Explanation of Responses:

(1) Units awarded under the Martin Marietta Materials, Inc. Incentive Stock Plan. Units will be d
stock after 3 years of additional employment.

(* Intentional misstatements or omissions of facts constitute Federal Criminal
Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Donald

Signature o

Note. File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.
(Print or Type Responses)

Donald J. E