

Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

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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 (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | |
|--|--|--------------------------------------|--------------------------------|---|--|-----|--|-----------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date |
| Directors Options (1) | 43.58 | 8/16/2001 | A | V | 2,000.00 | | 8/16/2001 | 8/16/2011 |
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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) |
|--|--|--|
| 2,000.00 | D | |
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Explanation of Responses:

(1) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock Option Plan. Options are exercisable immediately.

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

/s/ William

Signature of

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)

William E.