

MARTIN MARIETTA MATERIALS INC

Form DEF 14A

March 27, 2003

**SCHEDULE 14A  
(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Martin Marietta Materials, Inc.

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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March 27, 2003

Dear Fellow Shareholder:

The Directors and Officers of Martin Marietta Materials, Inc. join me in inviting you to attend the Corporation's Annual Meeting of Shareholders. The formal notice of this meeting and the proxy statement describing the matters to be acted upon at the meeting accompany this letter.

Your vote is important. Whether or not you plan to attend the Annual Meeting in person, we encourage you to vote so that your shares will be represented and voted at the meeting.

Thank you for your continued support of Martin Marietta Materials.

Sincerely,

Stephen P. Zelnak, Jr.  
*Chairman of the Board,*  
*President and Chief Executive Officer*

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**MARTIN MARIETTA MATERIALS, INC.**  
**2710 Wycliff Road, Raleigh, North Carolina 27607**

**Notice of Annual Meeting of Shareholders**  
**To Be Held May 29, 2003**

To our Shareholders:

The Annual Meeting of Shareholders of Martin Marietta Materials, Inc. will be held on Thursday, May 29, 2003, at 10:30 a.m. in Ballroom A at the Ballantyne Hotel, 10000 Ballantyne Commons Parkway, Charlotte, North Carolina. At the meeting, the holders of the Corporation's outstanding common stock will act on the following matters:

- (1) election of three (3) Directors, each to serve for a term of three (3) years until the Annual Meeting of Shareholders in 2006 and until their successors are duly elected and qualified; and
- (2) any other business as may properly come before the meeting.

All holders of record of shares of Martin Marietta Materials common stock (NYSE: MLM) at the close of business on March 20, 2003 are entitled to vote at the annual meeting and any adjournments or postponements of the meeting.

Whether or not you expect to attend the meeting, we hope you will date and sign the enclosed proxy card and mail it promptly in the enclosed stamped envelope.

By Order of the Board of Directors,

Roselyn R. Bar  
*Vice President, General Counsel  
and Secretary*

Raleigh, North Carolina  
March 27, 2003

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## **PROXY STATEMENT**

### **GENERAL INFORMATION**

This proxy statement contains information related to the annual meeting of shareholders of Martin Marietta Materials, Inc., a North Carolina corporation, to be held on Thursday, May 29, 2003, at the Ballantyne Hotel, 10000 Ballantyne Commons Parkway, Charlotte, North Carolina. The Corporation's Annual Report for the fiscal year ended December 31, 2002, including audited financial statements, is being mailed to shareholders with this proxy statement.

The principal office of the Corporation is at 2710 Wycliff Road, Raleigh, North Carolina 27607. This proxy statement, the proxy card, and the notice of meeting will be sent commencing approximately April 2, 2003 to shareholders of record on March 20, 2003.

#### ***What is the purpose of the annual meeting?***

At our annual meeting, shareholders will act on the matters outlined in the accompanying notice of annual meeting of shareholders. This statement is furnished in connection with the solicitation by the Board of Directors of the Corporation of proxies to be used at the meeting and at any and all adjournments or postponements of the meeting.

Whether or not you plan to attend the meeting, we encourage you to date, sign, and return your proxy in the enclosed envelope.

#### ***Who is entitled to vote at the meeting?***

Only shareholders of record at the close of business on March 20, 2003 are entitled to notice of and to participate in the annual meeting. If you were a shareholder of record on that date, you will be entitled to vote all the shares that you held on that date at the meeting, or any adjournments or postponements of the meeting.

#### ***What are the voting rights of the holders of Martin Marietta's common stock?***

Each share of Martin Marietta Materials common stock is entitled to one vote on each matter considered at the meeting.

#### ***Who can attend the meeting?***

All shareholders as of the record date, or their duly appointed proxies, beneficial owners presenting satisfactory evidence of ownership as of the record date, and invited guests of the Corporation may attend the meeting.

#### ***What constitutes a quorum?***

The presence at the meeting, in person or by proxy, of the holders of a majority of the common stock outstanding on the record date constitutes a quorum, permitting the meeting to conduct its business. On March 20, 2003, there were 48,847,975 shares outstanding of the Corporation's common stock, \$.01 par value per share.

Votes cast by proxy or in person at the annual meeting will be tabulated by an independent inspector of election appointed by the Corporation's Board of Directors for the annual meeting from



Wachovia Bank, N.A., the Corporation's transfer agent. The inspector of election will determine whether a quorum is present. For purposes of determining the presence of a quorum, abstentions will be counted as shares that are present and entitled to vote. If a broker indicates on the proxy that it does not have discretionary authority to vote on a particular matter and specific instructions are not received from the shareholder regarding that matter, those shares represented by the proxy will not be considered as present and entitled to vote with respect to that matter.

***How do I vote?***

If you complete and properly sign the accompanying proxy card and return it to the Corporation, it will be voted as you direct. If you are a registered shareholder and attend the meeting, you may deliver your completed proxy card or vote in person. Shareholders whose shares are held by brokers, banks, or other nominees who wish to vote at the meeting will need to obtain a proxy form from the institution that holds its shares.

***Can I change my vote after I return my proxy card?***

Yes. Even after you have submitted your vote, you may revoke your proxy at any time prior to its exercise at the annual meeting (i) by filing with the Corporation's Secretary an instrument revoking the proxy prior to the meeting, (ii) by the timely delivery to the Corporation's Secretary, or at the meeting, of a subsequently dated and executed proxy, or (iii) if you attend the meeting, by voting your shares in person. Attendance at the meeting will not in and of itself constitute a revocation of a proxy.

***How do I vote my 401(k) shares?***

Each participant in the Corporation's Performance Sharing Plan, Savings and Investment Plan and Southwest Division 401(k) Plan may direct the trustee as to the manner in which shares of common stock allocated to the plan participant's account are to be voted. If the plan participant does not return a voting instruction card to the trustee in a timely manner or returns a card without indicating any voting instructions, the trustee will vote the shares in the same proportion as shares for which the trustee receives voting instructions for that plan.

***What vote is required to approve each item?***

The election of Directors requires a plurality of the votes cast with a quorum present. Any other proposal presented at the meeting will be approved if more votes are cast by proxy or in person in favor of the proposal than are cast against it. Brokers holding shares for beneficial owners must vote those shares according to the specific instructions they receive from the beneficial owners. If specific instructions are not received, brokers may generally vote these shares in their discretion. However, the New York Stock Exchange rules preclude brokers from exercising their voting discretion on certain proposals. In such cases, absent specific instructions from the beneficial owner, the broker may not vote on those proposals. This results in what is known as a broker non-vote. Because the Corporation's Bylaws require the affirmative vote of either a plurality or majority of the votes cast for or against the proposal at the meeting to authorize action on any matter to be considered at the annual meeting, abstentions and broker non-votes, which will not be counted for or against proposals, have no effect on the vote for the election of Directors or approval of any other proposals.

***What are the Board's recommendations?***

Unless you give other instructions on your proxy card, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of the Board of Directors. The Board's





recommendation, as well as a description of each proposal, is set forth in this proxy statement. The Board recommends a vote:

**FOR** the election of the nominated slate of Directors.

With respect to any other matter that properly comes before the meeting, the proxy holders will vote as recommended by the Board of Directors or, if no recommendation is given, in their own discretion.

## SECURITY OWNERSHIP OF CERTAIN

### BENEFICIAL OWNERS AND MANAGEMENT

#### *Who are the largest owners of the Corporation's stock?*

The following table sets forth information with respect to the shares of common stock which are held by persons known to the Corporation to be the beneficial owners of more than 5% of such stock as of March 20, 2003. To the best of the Corporation's knowledge, based solely on filings with the Securities and Exchange Commission as noted below, no person owned more than 5% of any class of the Corporation's outstanding voting securities at the close of business on March 20, 2003, except for those shown below.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Davis Selected Advisers, L.P. <sup>(1)</sup> 2949 East Elvira Road, Suite 101 Tucson, AZ 85706	6,268,600	12.84%
American Century Investment Management, Inc. <sup>(2)</sup> 4500 Main Street PO Box 418210 Kansas City, MO 64141-9210 Attn: Charles C. S. Park	4,836,917	9.91%
UBS Global Asset Management (Americas), Inc. <sup>(3)</sup> One North Wacker UBS Tower Chicago, IL 60606	2,899,102	5.94%

(1) As reported in Schedule 13G dated February 14, 2003 filed with the Securities and Exchange Commission.

(2) As reported in Schedule 13G dated February 10, 2003 filed with the Securities and Exchange Commission.

(3) As reported in Schedule 13F dated February 5, 2003 filed with the Securities and Exchange Commission. As of the date of this proxy statement, no Schedule 13G was filed.

***How much stock do the Corporation's Directors and executive officers own?***

The following table sets forth information as of March 20, 2003 with respect to the shares of common stock that are held by the Directors and nominees, the Chief Executive Officer, and the four most highly compensated executive officers, individually, and by all Directors and executive officers of the Corporation as a group.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership <sup>(1)</sup>
Richard G. Adamson	14,234(2)
Marcus C. Bennett	18,921(2)
Sue W. Cole	8,262(2)(3)
Janice K. Henry	114,994(4)(5)
Bobby F. Leonard	17,074(2)
William E. McDonald	13,284(2)
Frank H. Menaker, Jr.	16,167(2)
Donald M. Moe	97,639(4)
James M. Reed	16,866(2)
William B. Sansom	17,136(2)(6)
Philip J. Sipling	176,325(4)(5)
Jonathan T. Stewart	73,224(4)(5)
Richard A. Vinroot	14,330(2)
Stephen P. Zelnak, Jr.	365,862(4)(7)
All Directors and executive officers as a group (17 individuals including those named above)	1,064,468(2)(3)(4)(5)

- (1) As to the shares reported, unless indicated otherwise, (i) beneficial ownership is direct, and (ii) the person indicated has sole voting and investment power. None of the Directors or named executive officers individually own in excess of one percent of the shares of Common Stock outstanding. All Directors and executive officers as a group own 2.18% of the shares of Common Stock outstanding as of March 20, 2003.
- (2) Amounts reported include compensation paid on an annual basis that Directors have received in Common Stock units that is deferred pursuant to the Amended and Restated Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors. The Directors do not have voting or investment power for their respective share units. The number of Common Stock units credited to each of the Directors as of March 20, 2003 is as follows: Mr. Adamson, 4,334; Mr. Bennett, 6,421; Ms. Cole, 2,012; Mr. Leonard, 3,824; Mr. McDonald, 4,784; Mr. Menaker, 6,167; Mr. Reed, 5,366; Mr. Sansom, 6,376; and Mr. Vinroot, 5,830. Amounts reported also include options for Common Stock in the amount of 8,500 for each Director, except Ms. Cole, who has 2,000. All such options are exercisable.
- (3) Includes an approximation of the number of shares in Ms. Cole's IRA.
- (4) The number of shares owned by each of Ms. Henry and Messrs. Moe, Sipling, Stewart, Zelnak and all Directors and executive officers as a group assumes that options held by each of them covering shares of Common Stock in the amounts indicated, which are currently exercisable within 60 days of March 20, 2003, have been exercised: Ms. Henry, 92,499; Mr. Moe, 67,000; Mr. Sipling, 129,000; Mr. Stewart, 40,833; Mr. Zelnak, 287,333; and all Directors and executive officers as a group, 748,747. The amounts reported also include Common Stock units credited to each of the named executives in connection with (i) their deferral of a portion of their cash bonus under the Martin Marietta Materials, Inc. Incentive Stock Plan, and (ii) restricted stock awards granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan that are subject to forfeiture in accordance with the terms of the plan, each in the following amounts: Ms. Henry, 7,268 and 3,579, respectively; Mr. Moe, 2,672 and 22,817, respectively; Mr. Sipling, 8,352 and 24,171, respectively; Mr. Stewart, 4,173 and 22,509, respectively; Mr. Zelnak, 32,349 and 8,490, respectively; and all Directors and executive officers as a group, 65,704 and 100,809, respectively. There are no voting rights associated with the stock units.
- (5) Includes an approximation of the number of shares in the participant's account in the Martin Marietta Materials, Inc. Performance Sharing Plan.
- (6) Includes 1,210 shares owned indirectly.
- (7) Includes 18,757 shares held by the Zelnak Private Foundation of which Mr. Zelnak and his wife are trustees and share voting and investment power.

### ***Section 16(a) Beneficial Ownership Reporting Compliance***

Section 16(a) of the Exchange Act requires directors and officers of the Corporation and persons who own more than 10% of the common stock to file with the Securities and Exchange Commission initial reports of ownership and reports in changes in ownership of the Common Stock. Directors, officers and more than 10% shareholders are required by Securities and Exchange Commission regulations to furnish to the Corporation copies of all Section 16(a) reports filed.

Based solely on its review of the copies of reports furnished to the Corporation and written representations that no other reports were required for the year ended 2002, the Corporation believes that all Section 16(a) filing requirements applicable to the Directors, officers, and 10% shareholders were complied with, except that Mr. Sansom was late in filing a Form 4, reporting a transaction relating to an open-market purchase of common stock.

## **CORPORATE GOVERNANCE MATTERS**

### ***The Board Of Directors***

As of the date of this proxy statement, the Board of Directors consists of ten members, nine of whom are non-employee Directors. The Board is divided into three classes with three-year terms.

The Board of Directors has nominated three persons for election as Directors to serve three-year terms expiring in 2006. Unless otherwise directed, proxies will be voted in favor of these three nominees. Each nominee has agreed to serve if elected. Each of the nominees is currently serving as a Director. Should any nominee become unable to serve as a Director, the persons named in the enclosed form of proxy will, unless otherwise directed, vote for the election of such other person for such position as the present Board of Directors may recommend in place of such nominee.

The following sets forth certain biographical information for each of the nominees for election and for each of the other members of the Board of Directors.

### ***Nominees for Election to the Board of Directors***

#### **William E. McDonald (60)**

*Director (since 1996), Chair of the Compensation Committee, member of the Executive Committee and Nominating and Corporate Governance Committee.*

Mr. McDonald served as Senior Vice President, Customer Service Operations, Sprint Corporation until his retirement on October 13, 2000. He was previously President and Chief Executive Officer of Sprint Mid-Atlantic Operations from 1993 through 1997 and President and Chief Executive Officer for Sprint/United Telephone-Eastern from 1988 to 1993.

#### **Frank H. Menaker, Jr. (62)**

*Director (since 1993), member of the Audit Committee and Ethics, Environment, Safety and Health Committee.*

Mr. Menaker has served as Senior Vice President and General Counsel of Lockheed Martin Corporation since July 1996. He served as Vice President and General Counsel of Lockheed Martin Corporation from March 1995 to July 1996, as Vice President of Martin Marietta Corporation from 1982 until 1995, and as General Counsel of Martin Marietta Corporation from 1981 until 1995.



**Richard A. Vinroot (61)**

*Director (since 1996), member of the Ethics, Environment, Safety and Health Committee and Finance Committee.*

Mr. Vinroot has been a member of the law firm of Robinson, Bradshaw & Hinson, P.A. in Charlotte, North Carolina since 1969. From 1991 to 1995, Mr. Vinroot served as Mayor of Charlotte, North Carolina.

**The Board unanimously recommends a vote FOR  
all nominees for election to the Board of Directors.**

***Directors Whose Terms Continue Until 2004***

**Richard G. Adamson (70)**

*Director (since 1994), Chair of the Ethics, Environment, Safety and Health Committee and member of the Compensation Committee.*

Mr. Adamson served as Vice President, Strategic Development for Martin Marietta Corporation from April 1993 until his retirement in January 1995. From 1984 until April 1993, he served as Vice President, Business Development of Martin Marietta Corporation.

**Marcus C. Bennett (67)**

*Director (since 1993), Chair of the Audit Committee, member of the Executive Committee and Finance Committee.*

Mr. Bennett served as Executive Vice President and Chief Financial Officer of Lockheed Martin Corporation from July 1996 until his retirement on January 31, 1999. He continues to be a Director of Lockheed Martin Corporation, a position he has held since March 1995. From March 1995 until July 1996 he served as Senior Vice President and Chief Financial Officer of Lockheed Martin Corporation and from 1988 until 1995 he served as Vice President and Chief Financial Officer of Martin Marietta Corporation. He also served as a Director of Martin Marietta Corporation from 1993 to 1995. Mr. Bennett joined Martin Marietta Corporation in 1959.

**Bobby F. Leonard (70)**

*Director (since 1994), member of the Compensation Committee and Finance Committee.*

Mr. Leonard served as Vice President, Human Resources of Martin Marietta Corporation from 1981 until his retirement in March 1995. He is currently in private law practice in Maryland.

***Directors Whose Terms Continue Until 2005***

**Sue W. Cole (52)**

*Director (since 2002), member of the Audit Committee, Ethics, Environment, Safety and Health Committee, and Nominating and Corporate Governance Committee.*

Ms. Cole has served as Chief Executive Officer of U.S. Trust Company of North Carolina and its predecessor, North Carolina Trust Company, since 2001 and as President since 1987. She is a Director of U.S. Trust Company of North Carolina and UNIFI, Inc.

**James M. Reed (70)**

*Director (since 1994), Chair of the Finance Committee and Nominating and Corporate Governance Committee, member of the Audit Committee, Compensation Committee, and Executive Committee.*

Mr. Reed served as Chief Financial Officer of Union Camp Corporation from 1977 and as Vice Chairman of the Board of Union Camp Corporation from 1993 until his retirement on November 30, 1997.

**William B. Sansom (61)**

*Director (since 1994), member of the Audit Committee and Ethics, Environment, Safety and Health Committee.*

Mr. Sansom has served as the Chairman and Chief Executive Officer of The H.T. Hackney Co. since May 1983. During 1979 to 1983, he served in Tennessee State Government, first as Commissioner of Transportation and then as Commissioner of Finance and Administration. He has also previously served on the Board of Directors of the National Crushed Stone Association. Mr. Sansom is a Director of First Tennessee National Corporation and Astec Industries, Inc.

**Stephen P. Zelnak, Jr. (58)**

*Chairman of the Board (since 1997) and Director (since 1993), Chair of the Executive Committee and member of the Finance Committee.*

Mr. Zelnak has served as President and Chief Executive Officer of Martin Marietta Materials, Inc. since 1993, and previously served as the President of Martin Marietta Corporation's Materials Group from 1992 until the formation of the Corporation, and of Martin Marietta Corporation's Aggregates Division since 1982. Mr. Zelnak also served as a Vice President of Martin Marietta Corporation from 1989 until 1994, when he resigned as an officer of Martin Marietta Corporation effective upon the completion of the initial public offering of a portion of the Corporation's common stock. Mr. Zelnak joined Martin Marietta Corporation in 1981. Mr. Zelnak is also a Director of Beazer Homes USA, Inc.

***Corporate Governance Philosophy***

The Board of Directors has long believed that good corporate governance is important to ensure the Corporation is managed for the long-term benefit of its shareholders. Martin Marietta Materials' business is managed under the direction of the Board of Directors. The Board delegates the conducting of business to the Corporation's senior management team. The corporate governance standards established by the Board provide a structure within which Directors and management can effectively pursue the Corporation's objectives for the benefit of its shareholders. Even before the adoption of the Sarbanes-Oxley Act of 2002, one of the most critical components that has governed the way the business affairs of Martin Marietta Materials are conducted has been the Corporation's Code of Ethics and Standards of Conduct, which has been in place for almost two decades. With that back-drop, the Board has endeavored to choose Board and Committee members who are distinguished by a depth of knowledge and experience, to elect a qualified and dedicated management team, and to direct the business affairs of the Corporation to achieve long-term value for shareholders. The Board believes this purpose is particularly important in overseeing the management of a company such as the Corporation that is engaged in a cyclical business where the long-term value for shareholders may not be reflected in current stock prices

and which may be temporarily depressed by short-term factors, such as recessionary economies and operating markets.

In furtherance of these goals, in August 2002, the Board created a Nominating and Corporate Governance Committee, which consists of three independent Directors. Upon the recommendation of the Nominating and Corporate Governance Committee, the Board of Directors has adopted a set of Corporate Governance Guidelines for the Corporation. The Nominating and Corporate Governance Committee is responsible for overseeing the guidelines and making recommendations to the Board relating to corporate governance matters.

The New York Stock Exchange ( NYSE ) recently proposed rules that would require listed companies to adopt governance guidelines relating to certain matters. The Corporation has taken steps to voluntarily implement many of the proposed new rules prior to their final adoption or effective dates.

The Corporation's Corporate Governance Guidelines are posted and available for public viewing on the Corporation's web site at [www.martinmarietta.com](http://www.martinmarietta.com). The guidelines address a wide array of governance issues. Among other matters, the corporate governance principles of Martin Marietta Materials include the following:

### ***Ethics***

A comprehensive Code of Ethics and Standards of Conduct applicable to all Directors, officers, and employees of the Corporation, including the Corporation's Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer, has been in place since the 1980's.

A confidential telephone hotline for anonymous reporting of complaints and concerns was established in 1994 when the Corporation went public.

The Board has had since 1994 an Ethics, Environment, Safety and Health Committee that is responsible for reviewing and monitoring the Corporation's program on business ethics and conduct and compliance with environmental laws and regulations and matters concerning health and safety.

The Corporation will also disclose on its web site any amendments to its Code of Ethics and waivers, if any, of the Code of Ethics as applicable to the Corporation's Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer.

### ***Board Independence***

Nine out of ten Board members are independent Directors, as defined in the applicable and proposed rules of the NYSE.

Nine out of ten Board members are non-employee Directors.

The Corporation's Corporate Governance Guidelines adopted by the Board require at least two-thirds of all Directors to consist of independent Directors.

The Board has adopted a policy of regularly scheduled executive sessions where the independent Directors meet without management.



### ***Independent Board Committees***

Martin Marietta has had since it went public in 1994 an Audit Committee and a Compensation Committee. Both Committees consist entirely of independent Directors, as defined in the applicable and proposed rules of the NYSE.

The Nominating and Corporate Governance Committee also consists entirely of independent Directors. The Nominating and Corporate Governance Committee oversees, among other things, Board committee assignments and recommends to the Board assignments based on the skills and expertise of the individual Directors as well as the needs of the Corporation, among other things.

The Audit Committee meets privately with each of management, representatives of the Corporation's independent auditors, and the Corporation's internal audit group.

The members of the Audit Committee do not receive any compensation from the Corporation other than Directors fees.

### ***General***

The Board and its members are subject to an annual self-evaluation.

Directors have access to members of the Corporation's management team.

At least annually, the Board evaluates the performance of the Chief Executive Officer.

### ***Independent Directors***

All of the Corporation's Directors are independent, non-employee Directors except Mr. Zelnak. Mr. Zelnak does not sit in the executive sessions of the Board nor does he participate in any action of the Board relating to any executive compensation plan in which he participates. The Board of Directors has determined that none of the Directors (except Mr. Zelnak) has a relationship with the Corporation that may interfere with the Director's independence from the Corporation and its management.

Mr. Vinroot is a partner in the law firm of Robinson, Bradshaw & Hinson, P.A. located in Charlotte, North Carolina, which provided certain legal services to the Corporation in 2002. Mr. Vinroot did not work on any of the legal matters for the Corporation. The amount of fees paid to Robinson, Bradshaw & Hinson, P.A. for such services was less than 1% of the firm's gross revenues for the last fiscal year.

### ***How often did the Board meet during 2002?***

The Corporation's Board of Directors held seven meetings during 2002, five of which were regularly scheduled meetings. There was also a total of 22 committee meetings in 2002. In addition, management confers frequently with its Directors on an informal basis to discuss Corporation affairs.

### ***Board and Committee Meeting Attendance***

In 2002, all Directors attended 100% of the meetings of the Board of Directors (held during the period for which they were a Director) and all committees of the Board on which they served (during the periods that they served).

***How are Directors compensated?***

All of the Directors serving in 2002 except Mr. Zelnak, who is the Chief Executive Officer of the Corporation, received an annual retainer of \$45,000 and were each granted 2,000 non-qualified stock option awards in accordance with the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Directors also received reimbursement for travel and other expenses related to attendance at Board and committee meetings. Each committee chair (other than the chair of the Executive Committee) also receives an annual fee of \$2,000. On August 15, 2002 the Board approved an additional \$5,000 annually to members of the Audit Committee in view of their increased responsibilities.

Pursuant to the Amended and Restated Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors, Directors may currently receive their compensation in cash or common stock and may defer the payment commencement date for all or a portion of their fees (in the form of cash or common stock) until the date the person ceases to be a Director or the date that is one month and one year following the date the person ceases to be a Director. Directors may elect to receive payment of the deferred amount in a single lump sum or in equal annual installments for a period of up to ten years. There are no matching contributions made by the Corporation, and there is no guarantee on returns to the Directors. The Board of Directors unanimously agreed that a minimum of 50% of each Director's annual retainer would be paid in common stock at a 20% discount to fair market value and deferred under the plan.

***What committees has the Board established?***

The Corporation's Board of Directors has six standing committees: an Audit Committee, a Compensation Committee, an Ethics, Environment, Safety and Health Committee, an Executive Committee, a Finance Committee, and a Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee was created by the Board of Directors at its August 15, 2002 meeting.

The Audit Committee, which is composed entirely of non-employee, independent Directors, held seven meetings during 2002. All Audit Committee members attended all of the Audit Committee meetings held in 2002. The Audit Committee meets periodically and separately in executive sessions with management, the independent auditors, and the internal auditor group to review the activities of each. The Audit Committee possesses and may exercise the powers of the Board of Directors, except when such powers are by statute or the Articles of Incorporation or Bylaws reserved to the full Board or delegated to another committee of the Board, relating to accounting, auditing, and financial reporting matters of the Corporation. The Audit Committee is directly responsible for the appointment, compensation, and oversight of the Corporation's independent auditors. Among other duties, the Audit Committee:

selects the independent auditors

pre-approves all audit and non-audit services provided to the Corporation by the independent auditors

monitors the independence of the independent auditors

reviews and approves:

- the scope and timing of work to be performed by the independent auditors

- compensation to be paid to the independent auditors

- financial accounting and reporting principles used by the Corporation



- policies and procedures concerning audits, accounting, and financial controls
- recommendations to improve existing practices
- results of the audit and the report of the independent auditors

reviews the qualifications and the plan and scope of work of the corporate internal audit function.

The Committee's current members are Directors Bennett (Chair), Cole, Menaker, Reed, and Sansom. Ms. Cole was elected in March 2002 to serve on the Audit Committee. The Corporation's Board of Directors has adopted a written charter for the Audit Committee, which is appended to this proxy statement. The Board of Directors has determined that the Chair of the Audit Committee, Mr. Bennett, qualifies as an audit committee financial expert as defined in rules recently adopted by the Securities and Exchange Commission (the SEC). The Board has also determined that Mr. Bennett is independent of management.

The Compensation Committee held seven meetings during 2002. All Compensation Committee members attended all of the Compensation Committee meetings held in 2002. It is composed entirely of non-employee, independent Directors who are also non-employee and outside Directors as those terms are defined by Rule 16b-3 promulgated under the Securities and Exchange Act of 1934 and Section 162(m) of the Internal Revenue Code of 1986. The Committee has the power to fix the compensation and benefits to be paid for all elected officers and employees. The Committee also approves and administers the grants of stock options and any other equity-based awards that may be granted by the Corporation. The Committee has the power to administer any other compensation plan in connection with which the Corporation or any of its employees may realize a benefit from administration by disinterested Directors. The Committee's current members are Directors McDonald (Chair), Adamson, Leonard, and Reed.

The Ethics, Environment, Safety and Health Committee held three meetings during 2002. All Ethics, Environment, Safety and Health Committee members attended all of the Ethics, Environment, Safety and Health Committee meetings held in 2002. It monitors compliance with the Corporation's Code of Ethics and Standards of Conduct and reviews all matters presented to it by the Corporate Ethics Officer concerning the ethical practices of the Corporation and its employees, including conflicts or potential conflicts of interest between the Corporation and any of its employees. The Committee also reviews and monitors the adequacy of the Corporation's policies and procedures and organizational structure for ensuring compliance with environmental laws and regulations, and matters relating to health and safety. The Committee's current members are Directors Adamson (Chair), Cole, Menaker, Sansom, and Vinroot.

The Executive Committee held no meetings during 2002. It has the authority to act during the intervals between the meetings of the Board of Directors and may exercise the powers of the Board in the management of the business and affairs of the Corporation as may be authorized by the Board of Directors except to the extent such powers are by statute, the Articles of Incorporation, or Bylaws reserved to the full Board. The Committee's current members are Directors Zelnak (Chair), Bennett, McDonald, and Reed.

The Finance Committee held five meetings during 2002. All Finance Committee members attended all of the Finance Committee meetings held in 2002. It has been delegated general oversight powers related to the management of the financial affairs of the Corporation, including but not limited to, establishing lines of credit or other short-term borrowing arrangements and investing excess working capital funds on a short-term basis. The Committee reviews and makes recommendations to the Board of

Directors concerning changes to capital structure, including the incurrence of long-term debt, issuance of equity securities, and the payment of dividends, as well as capital expenditures and the contributions budget. The Committee's current members are Directors Reed (Chair), Bennett, Leonard, Vinroot, and Zelnak.

The Nominating and Corporate Governance Committee oversees the identification and selection of qualified Board and committee members, recommends to the Board Director nominees for the next annual meeting of shareholders, and oversees the development and implementation of a set of corporate governance principles applicable to the Corporation. The Committee was established in 2002 and held no meetings in 2002. The Committee is composed entirely of non-employee, independent Directors. The Committee's current members are Directors Reed (Chair), Cole, and McDonald. Upon the recommendation of this Committee, the Board of Directors has adopted a set of Corporate Governance Guidelines for the Corporation. The Guidelines are posted and available for public viewing on the Corporation's web site at [www.martinmarietta.com](http://www.martinmarietta.com). A copy may also be obtained upon request from the Corporation's Corporate Secretary. Additional information concerning the corporate governance process of the Corporation is contained in the section entitled "Corporate Governance Matters" above.

The Nominating and Corporate Governance Committee will consider nominees recommended by shareholders for election as a Director at an annual meeting of shareholders of the Corporation if the shareholder making such recommendation complies with the advance notice provisions of the Bylaws of the Corporation. The Bylaws of the Corporation require advance notice for any proposal for the nomination for election as a Director at an annual meeting of shareholders that is not included in the Corporation's notice of meeting or made by or at the direction of the Board of Directors. In general, nominations must be delivered to the Secretary of the Corporation at its principal executive offices, 2710 Wycliff Road, Raleigh, North Carolina 27607, not less than 60 days nor more than 90 days prior to the first anniversary of the preceding year's annual meeting and must contain specified information concerning the nominee and the shareholder proposing the nomination. Any shareholder desiring a copy of the Bylaws of the Corporation will be furnished a copy without charge upon written request to the Secretary of the Corporation.

### **REPORT OF THE AUDIT COMMITTEE**

The Audit Committee operates under a written charter adopted by the Board of Directors. In March 2003, the Audit Committee reexamined and revised the charter, a copy of which is attached to this proxy statement as Appendix A and can also be viewed on our web site at [www.martinmarietta.com](http://www.martinmarietta.com). The Directors who serve on the Audit Committee have no financial or personal ties to the Corporation (other than Director compensation and equity ownership as described in this proxy statement) and are all independent for purposes of the Securities and Exchange Commission's proposed regulations and the existing and proposed New York Stock Exchange listing standards. The Board of Directors has determined that none of the Audit Committee members has a relationship with the Corporation that may interfere with the Director's independence from the Corporation and its management.

The Board of Directors has charged the Audit Committee with a number of responsibilities, including review of the adequacy of the Corporation's financial reporting, accounting systems, and internal controls. The Committee has a direct line of communication with the Corporation's independent auditors and the director of the internal audit function.

In the discharge of its responsibilities, the Audit Committee has reviewed and discussed with management and the independent auditors the Corporation's audited financial statements for fiscal year 2002. In addition, the Committee has discussed with the independent auditors matters such as the quality

(in addition to acceptability), clarity, consistency and completeness of the Corporation's financial reporting, as required by Statement on Auditing Standards No. 61, Communication with Audit Committees as amended by Statement on Auditing Standards No. 90, Audit Committee Communications.

The Audit Committee has received from the independent auditors written disclosures and a letter concerning the independent auditors' independence from the Corporation, as required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees. These disclosures have been reviewed by the Committee and discussed with the independent auditors.

Based on these reviews and discussions, the Committee has recommended to the Board that the audited financial statements be included in the Corporation's 2002 Annual Report on Form 10-K for filing with the Securities and Exchange Commission.

March 5, 2003

**AUDIT COMMITTEE**

Marcus C. Bennett, *Chair*  
 Sue W. Cole  
 Frank H. Menaker, Jr.  
 James M. Reed  
 William B. Sansom

**INDEPENDENT AUDITORS**

Ernst & Young LLP served as the Corporation's independent auditors for 2002 and audited the consolidated financial statements of the Corporation for the year ended December 31, 2002. The Audit Committee is solely responsible for retaining or terminating the Corporation's independent auditors in 2003. Representatives of Ernst & Young LLP are expected to attend the annual meeting of Shareholders of the Corporation, will have the opportunity to make a statement if they so desire, and will be available to respond to appropriate questions from shareholders.

***Summary of Fees***

In order to voluntarily provide additional information that will be required to be reported by the Corporation in future proxy statements pursuant to Securities and Exchange Commission rules recently enacted but not yet effective, the following table summarizes the aggregate fees billed for professional services rendered to the Corporation by Ernst & Young LLP in 2002 and 2001. A description of these various fees and services follows the table. None of the audit hours conducted by Ernst & Young LLP in 2002 and 2001 were performed by people other than full time, permanent Ernst & Young LLP employees.

	<u>2002</u>	<u>2001</u>
Audit Fees	\$ 728,000	\$ 724,000
Audit-Related Fees	366,000	610,000
Tax Fees	222,000	496,000
All Other Fees	4,000	3,000
	<hr/>	<hr/>
Total	\$ 1,320,000	\$ 1,833,000
Percentage of Audit & Audit-Related Fees to Total Fees	83%	72%



***Audit Fees***

The aggregate fees billed for professional services rendered by Ernst & Young LLP to the Corporation for each of 2002 and 2001 in connection with the annual audit, for the reviews of the Corporation's financial statements included in the quarterly reports on Form 10-Q, and for other services normally provided in connection with statutory and regulatory filings, were \$728,000 and \$724,000, respectively.

***Financial Information Systems Design and Implementation Fees***

There were no professional services rendered by Ernst & Young LLP to the Corporation in 2002 or 2001 relating to financial information systems design and implementation.

***Audit-Related Fees***

The aggregate fees billed for professional services rendered by Ernst & Young LLP to the Corporation for each of 2002 and 2001 in connection with audit-related services, including pension and subsidiary audits, business acquisitions, accounting consultations, internal audit, internal controls, and Securities and Exchange Commission registrations, were \$366,000 and \$610,000, respectively.

***Tax Fees***

The aggregate fees billed for professional services rendered by Ernst & Young LLP to the Corporation for each of 2002 and 2001 in connection with tax compliance, tax advice, and tax planning, including consultation on acquisition and divestiture issues, state tax reviews, a land basis study, leasing issues, and other tax-related activities, were \$222,000 and \$496,000, respectively.

***All Other Fees***

The aggregate fees billed for all other professional services rendered and products provided by Ernst & Young LLP to the Corporation for each of 2002 and 2001, including on-line research materials and third-party consultation fees, were \$4,000 and \$3,000, respectively.

***Audit Committee Review***

In connection with the Audit Committee's review of services rendered and fees billed by Ernst & Young LLP, the Audit Committee has considered whether the provision of the non-audit related services described above is compatible with maintaining the independent auditors' independence and has concluded that the provision of these services does not compromise such independence.

**REPORT OF THE COMPENSATION COMMITTEE**

**ON EXECUTIVE COMPENSATION**

The Corporation's executive compensation program is administered by the Compensation Committee of the Board of Directors, which consists entirely of non-employee, independent Board members and operates pursuant to a written charter. The primary role of the Compensation Committee is the oversight and administration of the Corporation's executive compensation and management development program.





### ***General Compensation Philosophy***

The Committee supports the Corporation's belief that executive compensation should further the Corporation's strategic goals. To accomplish this, the Committee's philosophy with respect to executive compensation holds that the Corporation's employees are its most important resource and should be compensated fairly in order to achieve optimum operating performance for the Corporation. The Committee focuses on operating performance rather than short-term changes in stock price based on its view that the long-term operating performance of the Corporation will be reflected by stock price performance over the long-term. Competitive compensation levels serve to attract and retain individuals of outstanding ability and motivate such individuals to sustain high levels of personal performance. The type and amount of compensation granted is based upon the subjective judgment of the Committee; nevertheless, in the exercise of its discretion, the Committee considers a number of objective criteria which are discussed below in the context of the components of compensation to which they apply.

### ***Compensation Structure and Awards for 2002***

The 2002 executive compensation program was based on the following principles:

Base salaries are targeted to the median level of salaries paid to officers in comparable companies with comparable responsibilities.

Annual incentive awards are dependent upon each of the Corporation's performance and the individual's performance against established target levels.

Long-term compensation links officers' rewards directly to the return realized by the Corporation's shareholders. It includes stock options and incentive stock awards, which reward stock price appreciation, and restricted stock awards, which are based on the Corporation's performance relative to peer groups. The Corporation did not grant any restricted stock awards in 2002.

The Compensation Committee retains independent outside consultants to assist the Committee in reviewing the Corporation's executive compensation program to ensure it is consistent with the Board's philosophy.

*Annual Compensation - Base Salary.* In setting base salaries for 2002, the Committee reviewed information drawn from various sources, including proxy statements of a selected peer group of companies in the aggregates, cement, and specialty chemical industries, and surveys conducted by outside compensation consulting firms of a selected group of general industry companies with comparable revenues to those of the Corporation. The group of companies reflected in the compensation surveys was broader than the peer group consisting of the S&P Materials Index that is shown in the Performance Graph on page 19 because the Committee believes that the Corporation's direct competition for talent is broader than the companies that are included in the performance peer group. However, the S&P Materials Index is used by the Compensation Committee to determine one element of its compensation program, that is long-term compensation in the form of restricted stock units. The Committee also considered the advice of independent compensation advisors. The targeted value of an executive's base salary is generally set at median competitive levels although an executive's base salary may be higher or lower than the target to reflect the executive's responsibilities, level of experience, performance in past years, and other factors.

Salaries for executives are reviewed by the Compensation Committee on an annual basis and may be increased at that time based on: (1) the Committee's agreement on the individual's contribution to the Corporation, and (2) increases in median competitive pay levels. The competitive market rate and

proposed individual salary for each executive is presented by the Chief Executive Officer to the Committee, along with data supporting the recommendations. The Committee retains complete discretion in awarding salaries for executives. The total cash compensation (base salary and bonus described below) for each of the named executive officers was approximately at or below the median compensation of executives having similar responsibilities in the compensation surveys.

The base salary for the Chairman, President, and Chief Executive Officer of the Corporation was increased during 2002 to \$790,000. This represents an approximate 8.2% increase from Mr. Zelnak's base salary in 2001. The Committee reviewed base salary data for chief executive officers in the compensation studies and also considered certain other factors. The rate of increase in 2002 reflected the Committee's belief in Mr. Zelnak's continued superior stewardship of the Corporation.

*Annual Compensation Bonus.* To encourage achievement of the performance objectives of the Corporation, a significant portion of annual compensation takes the form of an incentive compensation bonus. In 2002, under the Corporation's Executive Incentive Plan, the maximum amount that an executive could receive was based upon a percentage of that executive's base salary. All of the executive officers participate in the plan, except for Mr. Zelnak, for whom bonus consideration is made outside the plan.

For awards granted under the plan, following review of the achievements of the Corporation as compared to the targeted goals set at the end of the previous year, a comparative review of each of the individual contributions of all participants towards achieving these goals is conducted. The Compensation Committee also considers qualitative measures of performance such as adherence to and implementation of the Corporation's Code of Ethics and Standards of Conduct, safety, customer satisfaction, and product quality.

The amount actually awarded to each participant in the plan is based upon the Compensation Committee's assessment of each individual's achievement of targeted objectives, including standard measures of financial performance such as sales, earnings, return on capital investments, and cash generation. These objectives are established at the beginning of each plan year and are based upon the Corporation's Long Range Operating Plan. For executives in corporate staff positions, 50% of the determination is made with respect to the Corporation's performance and 50% is based on the individual's performance.

The Committee considers the recommendations of the Corporation's Chief Executive Officer but retains complete discretion in performing these reviews and in determining the amount of actual awards, if any.

Mr. Zelnak was awarded an annual incentive bonus of \$615,000 for 2002 based on consideration of many diverse factors. Consistent with its compensation philosophy that focuses on long-term performance, the Committee considers whether there are factors in addition to quantitative ones that should be taken into account in establishing the overall level of executive compensation. In this regard, the Committee considered accomplishments that benefit shareholders in the longer term. In determining the amount of Mr. Zelnak's bonus, the Committee took into account the effectiveness and quality of Mr. Zelnak's leadership of the Corporation in a difficult economic environment, and in particular Mr. Zelnak's ongoing efforts to set the groundwork for strengthening the Corporation's future performance. These efforts include the successful implementation of a new information system, safety improvement generated from the Corporation's decision-based safety program, completion of six acquisitions in key areas, execution of the Corporation's planned pay-down of debt by approximately \$67 million during 2002, continuing commitment to cost control and efficiency throughout the Corporation, and completion of several capital expenditure projects that focused on higher rates of return.

Although there was no special attempt to set Mr. Zelnak's 2002 bonus in any particular relationship to the compensation data, Mr. Zelnak's bonus was at approximately the median level of bonus compensation of CEOs in the compensation surveys but was a lower percentage of his base salary than he received in 2001. His total cash compensation (base salary and bonus) was at approximately the median compensation of those CEOs. The Compensation Committee retains complete discretion in determining the amount of incentive compensation to be awarded to Mr. Zelnak. Consequently, no particular weighting of criteria is required or performed.

The Corporation's Incentive Stock Plan (discussed more generally below) requires Mr. Zelnak to use 35% of his 2002 annual incentive bonus towards credits of common stock units at a 20% discount to market value. These units generally vest in three years. In addition, Mr. Zelnak made an irrevocable choice six months prior to the bonus determination to use 15% more, for a total of 50% of his annual incentive bonus, which is the maximum amount permitted under this plan, towards common stock units.

*Long Term Compensation - Stock Options.* Stock options awarded under the Corporation's Amended and Restated Stock-Based Award Plan link the compensation provided to a group of 174 executive officers and key personnel with gains realized by the shareholders. The vesting periods associated with stock options encourage continued employment with the Corporation while also serving to confer on recipients an ownership interest in the Corporation.

The number of options granted to an individual is based upon survey data provided by compensation consultants. The data shows the value of option awards as a multiple of base pay for comparable executive positions in other corporations. In making 2002 stock option award decisions, the Committee elected to provide option awards, as a multiple of base salary, near the average for awards made by a selected peer group of companies in the aggregates, cement, and specialty chemical industries. The determination of the number of options awarded is within the complete discretion of the Committee, which considers the recommendations of the Chief Executive Officer with respect to participants other than the Chief Executive Officer, and which formulates its own decision with respect to the Chief Executive Officer. The Committee awarded Mr. Zelnak 125,000 options in 2002 to align Mr. Zelnak's compensation directly with the Corporation's performance. In exercising its discretion, the Committee generally follows the same procedures as are followed in determining the amount of incentive compensation awards discussed above.

Since long-term awards vest over time, the Committee grants new awards to provide continuing incentives for future performance without regard to the number of options currently held by the recipient. Options awarded are not transferable and have an exercise price equal to the closing price of the Corporation's common stock on the date of grant, and therefore, have no value to the recipient unless the price of the common stock increases.

*Long Term Compensation - Incentive Stock Awards.* In 2002, a group of 54 executive officers and key personnel were eligible to participate in the Martin Marietta Materials, Inc. Incentive Stock Plan. The plan is intended to give key employees who participate in the Executive Incentive Plan the opportunity to invest up to 50% of their annual incentive awards to purchase units that are subsequently converted into shares of common stock pursuant to the terms of the plan at a 20% discount from the market price of the Corporation's common stock on the date of the award. The units generally become fully vested and are distributed in the form of unrestricted common stock after approximately three years of continued additional employment with the Corporation. Participation in the plan is elective, except that all senior officers of the Corporation are required to invest a minimum percentage of their annual incentive awards in units that are subsequently converted into the Corporation's common stock in accordance with the terms of the Incentive Stock Plan. The plan is intended to assist the Corporation in

attracting and retaining key employees, to link directly executive officer and management compensation to shareholder returns, and to foster stock ownership in the Corporation among its key employees. There are no matching contributions made by the Corporation, and there is no guarantee on returns to the executives.

*Stock-Based Awards Generally.* The value, if any, of stock-based awards is dependent upon the performance of the Corporation's common stock. Further, as noted above, in exercising its discretion in determining the type and amount of award made, the Committee considers many factors related to the Corporation's performance and the performance of the individual being considered for an award. While objective criteria are carefully considered, the Committee has the discretion to make awards as it deems appropriate. Therefore, there is no formula that results in a direct or quantifiable correlation between performance and stock-related awards.

***Policy with Respect to Deductibility of Compensation***

The Omnibus Budget Reconciliation Act of 1993 added Section 162(m) to the Internal Revenue Code, which makes certain non-performance based compensation to the named executives in excess of \$1 million non-deductible to the Corporation. One of the named executive officers received annual compensation exceeding \$1 million in 2002.

The Committee has taken steps to qualify certain compensation to ensure deductibility. The Committee has determined that, in reviewing the design and administration of the executive compensation program, its compensation objectives discussed above will be met if, in connection with other compensation, it retains the flexibility to exercise subjective judgment in assessing an executive's performance. The Committee believes that the achievement of the Corporation's general compensation policies and objectives that are currently in place best serves shareholder interests.

March 25, 2003

**COMPENSATION COMMITTEE**

William E. McDonald, *Chair*

Richard G. Adamson

Bobby F. Leonard

James M. Reed

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**COMPARISON OF CUMULATIVE TOTAL RETURN<sup>(1)</sup>****MARTIN MARIETTA MATERIALS, INC., S&P 500,  
S&P MATERIALS, AND PEER GROUP INDICES**

During 2003, the Corporation reevaluated the composition of its performance peer group and determined that a change is appropriate as the Corporation has expanded its aggregates business geographically and added related businesses through vertical integration and complementary businesses. The previous peer group was limited by the small number of companies in the peer group and the limited nature of their businesses. The Corporation has added the S&P Materials Index to its Performance Graph and will drop its selected peer group index from future graphs. The Corporation believes the S&P Materials Index will provide its shareholders a published industry comparison index that will be better representative of the Corporation's businesses than the previous peer group index. The Compensation Committee has been utilizing compensation surveys that are broader than the peer group used previously in the Performance Graph because of the Committee's belief that the larger group better represents the market within which it competes for executive talent. It also uses the S&P Materials Index as one of the peer groups against which the Corporation's performance is measured in determining whether to make, and the amount of, restricted stock awards.

The following graph compares the performance of the Corporation's common stock to that of the Standard and Poor's 500 Stock Index ( S&P 500 ), the S&P Materials Index, and a market capitalization weighted index containing a group of peer companies in the aggregates and cement industries selected by the Corporation.<sup>(2)</sup>

	Cumulative Total Return					
	12/31/97	12/31/98	12/31/99	12/31/00	12/31/01	12/31/02
MARTIN MARIETTA MATERIALS, INC	\$ 100.00	\$ 172.03	\$ 114.65	\$ 119.87	\$ 133.73	\$ 89.37
S&P 500	\$ 100.00	\$ 128.58	\$ 155.64	\$ 141.46	\$ 124.65	\$ 97.10
S&P MATERIALS	\$ 100.00	\$ 93.82	\$ 117.52	\$ 99.04	\$ 102.49	\$ 96.89
PEER GROUP <sup>(2)</sup>	\$ 100.00	\$ 142.76	\$ 115.22	\$ 126.68	\$ 149.23	\$ 122.02

(1) Assumes that the investment in the Corporation's common stock and each index was \$100, with quarterly reinvestment of dividends.

(2) The peer group index consists of Florida Rock Industries, Inc., Lafarge Corporation, Martin Marietta Materials, Inc. and Vulcan Materials Company and includes CalMat Co. up until the time of its merger into Vulcan Materials Company as of January 6, 1999.

**COMPENSATION COMMITTEE INTERLOCKS AND INSIDER****PARTICIPATION IN COMPENSATION DECISIONS**

The members of the Corporation's Compensation Committee in 2002 were Directors McDonald, Adamson, Leonard, and Reed, none of whom was, during 2002, or was formerly, an officer or employee of the Corporation or any of its subsidiaries. There are no executive officer-Director interlocks where an executive of the Corporation serves on the compensation committee of another corporation that has an executive officer serving on the Corporation's Board of Directors.

**EXECUTIVE COMPENSATION**

The following tables show annual and long-term compensation received from the Corporation for services in all capacities to the Corporation of the Chief Executive Officer and the next four most highly compensated executive officers for the years ended December 31, 2002, 2001, and 2000. Other than compensation paid by the Corporation as set forth below, no annual or long-term compensation of any kind was paid to the Chief Executive Officer or other named executive officers of the Corporation in each of the years in the three-year period ended December 31, 2002.

**Summary Compensation Table**

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation			
		Salary	Bonus <sup>(1)</sup>	Other Annual Compensation <sup>(2)</sup>	Awards		Payouts	
					Restricted Stock Awards <sup>(3)</sup>	Securities Underlying Options/SARs(#) <sup>(4)</sup>	LTIP Payouts <sup>(5)</sup>	All Other Compensation <sup>(6)</sup>
Stephen P. Zelnak, Jr.	2002	\$ 770,000	\$ 307,500	\$ 384,388		125,000		\$ 6,873
Chairman, President and Chief Executive Officer	2001	708,333	317,500	410,644	\$ 222,206	115,000	\$ 148,794	5,950
	2000	655,000	312,500	402,868		90,000	143,651	5,950
Philip J. Sipling	2002	357,500	100,000	103,817		30,000		5,352
Executive Vice President	2001	338,333	100,000	123,639	111,953	30,000	75,166	5,950
	2000	322,500	114,848	81,213		30,000	69,118	5,950
Janice K. Henry	2002	302,748	67,760	84,703		20,000		7,000
Senior Vice President, Chief Financial Officer, and Treasurer	2001	277,917	72,953	146,341	96,457	20,000	58,157	5,950
	2000	262,958	70,600	90,713		20,000	64,973	5,950
Donald M. Moe	2002	252,500	90,496	28,291		15,000		6,628
Senior Vice President, President Carolina Division	2001	239,750	95,000	39,607	74,851	15,000	51,027	5,950
	2000	219,500	70,000	32,953		15,000	56,428	5,950
Jonathan T. Stewart	2002	229,167	51,333	64,182		15,000		7,000
Senior Vice President Human Resources	2001	218,167	70,959	60,088	66,193	15,000	45,388	5,950
	2000	197,333	70,640	23,129		15,000	48,899	5,950

(1) Bonuses earned in 2002 were paid pursuant to the Martin Marietta Materials, Inc. Executive Incentive Plan. A portion of the cash bonus in 2002, 2001, and 2000 to be paid to the named executive officers and certain other key employees of the Corporation was deferred into stock-based awards pursuant to the Martin Marietta Materials, Inc. Incentive Stock Plan. The amounts deferred in 2002 for each of the named executive officers are as follows: Mr. Zelnak, \$307,500; Mr. Sipling, \$83,040; Ms. Henry, \$67,760; Mr. Moe, \$22,624; and

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Mr. Stewart, \$51,333. The amounts deferred in 2001 for each of the named executive officers are as follows: Mr. Zelnak, \$317,500; Mr. Sipling, \$96,235; Ms. Henry, \$72,953; Mr. Moe, \$30,869; and Mr. Stewart, \$47,306. The amounts deferred in 2000 for each of the named executive officers are as follows: Mr. Zelnak, \$312,500; Mr. Sipling, \$62,252; Ms. Henry, \$70,600; Mr. Moe, \$25,500; and Mr. Stewart, \$17,660. The amounts reported under Bonus do not include such deferred portion which are reported under Other Annual Compensation.

- (2) The amounts reported under Other Annual Compensation represent the value of units that correspond to common stock credited to participants under the Martin Marietta Materials, Inc. Incentive Stock Plan (the Plan). Pursuant to the Plan, each participant at his or her election is permitted to use up to 50% of the annual incentive bonus earned by the participant to be credited towards units ( Units )



that will subsequently be converted into common stock of the Corporation pursuant to the terms of the Plan at a 20% discount from the fair market value of the common stock (the closing price of the common stock as reported in the Wall Street Journal) on the date the amount of the bonus is determined. Each of the executive officers named are required, commencing with the bonus earned for 2001, to use a minimum of 20% of the annual incentive bonus towards the crediting of Units under the Plan, except for Mr. Zelnak, who is required to use a minimum of 35% towards the crediting of such Units. Any election to purchase Units under the Plan (in addition to the mandatory purchases) must be made at least six months prior to the date the amount of the annual incentive bonus is determined. The Units credited under the Plan generally vest if the executive is continuously employed on December 1 in the year that is immediately preceding three years from the date of grant, at which time shares of common stock are issued to the participant. Dividend equivalents are paid on the Units at the same rate as dividends are paid to all shareholders. The amounts reported under Other Annual Compensation represent the market value on the date of grant of the Units credited to each named executive officer. The number of Units credited for 2002 to each of the named executives is as follows: Mr. Zelnak, 13,655; Mr. Sipling, 3,688; Ms. Henry, 3,009; Mr. Moe, 1,005; and Mr. Stewart, 2,280. The number of Units credited for 2001 to each of the named executives is as follows: Mr. Zelnak, 9,039; Mr. Sipling, 2,740; Ms. Henry, 2,077; Mr. Moe, 879; and Mr. Stewart, 1,347. The number of Units credited for 2000 to each of the named executives is as follows: Mr. Zelnak, 9,655; Mr. Sipling, 1,924; Ms. Henry, 2,182; Mr. Moe, 788; and Mr. Stewart, 546. The cost of perquisites furnished to each executive officer did not exceed the lesser of \$50,000 or 10% of such officer's salary and bonus.

- (3) Amounts reported under Restricted Stock Awards represent the value of units that correspond to common stock awarded to participants under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan based on the closing market price on the date of grant. The awards are based on the Corporation's performance as measured by its specific return on capital goals that are equally weighted and determined by a total return to shareholders ranking that must be at least in the 40th percentile as compared to the Standard and Poor's index of 400 Midcap companies and to the Standard and Poor's Materials Index (formerly named the Basic Materials Industrial Group) for the three year performance period ending on January 1 in the year the awards are granted. The stock-based awards generally vest if the executive is continuously employed on December 1 in the year that is immediately preceding three or five years from the date of grant, at which time shares of common stock are issued to the participant. These grants under the Amended and Restated Stock-Based Award Plan replace the granting of awards previously made under the Martin Marietta Materials, Inc. Shareholder Value Achievement Plan. There were no restricted stock awards made for 2002. The number of units credited for 2001 to each of the named executives is as follows: Mr. Zelnak, 5,492; Mr. Sipling, 2,767; Ms. Henry, 2,384; Mr. Moe, 1,850; and Mr. Stewart, 1,636. Dividend equivalents are paid on the Units at the same rate as dividends are paid to all shareholders.
- (4) Options granted are for common stock of the Corporation. There are no awards of SARs for the Corporation's common stock.
- (5) Amounts reported under LTIP Payouts represent payouts of awards earned under the Martin Marietta Materials, Inc. Shareholder Value Achievement Plan, which are based upon a combination of factors, including a total return to shareholders formula that compares the Corporation's total return to shareholders to that of the Standard and Poor's MidCap 400 Index and the Standard and Poor's Basic Materials Industrial Group, at the end of a three-year performance period. The payouts were made in shares of common stock. The amounts reported reflect the dollar value of the common stock based on the closing price at year-end. There were no awards earned in 2002 under the Martin Marietta Materials, Inc. Shareholder Value Achievement Plan.
- (6) Amounts reported under All Other Compensation represent matching contributions to the Corporation's Performance Sharing Plan.

**Option Grants in Last Fiscal Year**

Shown below is information on grants of options for the Corporation's common stock awarded pursuant to the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan (the Stock-Based Award Plan) to the named executives in the fiscal year ended December 31, 2002.

Individual Grants <sup>(1)</sup>						
Name	Number of Securities Underlying Options Granted	Percent of Total Options Granted to Employees in Fiscal Year	Exercise or Base Price Per Share	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term <sup>(2)</sup>	
					5%	10%
Stephen P. Zelnak, Jr.	125,000	23.41%	\$36.55	8/15/12	\$2,873,262	\$7,281,411
Philip J. Sipling	30,000	5.62%	36.55	8/15/12	689,583	1,747,539
Janice K. Henry	20,000	3.75%	36.55	8/15/12	459,722	1,165,026
Donald M. Moe	15,000	2.81%	36.55	8/15/12	344,791	873,769
Jonathan T. Stewart	15,000	2.81%	36.55	8/15/12	344,791	873,769

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- (1) Awards under the Stock-Based Award Plan are granted at the discretion of the Compensation Committee of the Board of Directors of the Corporation, which is comprised of disinterested Directors (the Committee) upon the recommendation of management of the Corporation, except for Mr. Zelnak, for whom the Committee formulates its own decision, and may be awarded based on past performance or as incentive for future efforts. A maximum of 5,000,000 shares of the Corporation's common stock are authorized under the Stock-Based Award Plan for grants to key employees. Each award under the Stock-Based Award Plan is evidenced by an award agreement setting forth the number and type of stock-based incentives subject to the award and such other terms and conditions applicable to the award as

determined by the Committee. Under the award agreements, the 2002 options will vest and become exercisable in three approximately equal increments on August 15, 2003, 2004 and 2005 and expire 10 years from the date of grant. No individual may receive annual grants for more than 10% of the shares available under the Stock-Based Award Plan. Options awarded in 2002 expire 90 days following termination of employment, except in instances following death, disability or retirement. In the event of death, all outstanding options vest immediately and will expire one year following the date of death. In instances of disability or normal retirement, the award agreement states that the terms of all outstanding options will be unaffected by such retirement or disability. In the event of early retirement, options that are not vested will terminate on the second business day after such retirement and options that are vested will terminate 90 days thereafter unless the Chief Executive Officer or, in the case of persons subject to Section 16 of the Securities Exchange Act of 1934, the Committee determines that all outstanding options will be unaffected by such retirement. In the event of a change in control (as defined in the Stock-Based Award Plan), the vesting date of all outstanding options is accelerated so as to cause all outstanding options to become exercisable. The exercise price of the shares of common stock subject to options is set by the Committee and must be at least 100% of the fair market value of the shares on the date the option is granted. The award agreement provides that shares to be issued upon exercise of options may be purchased by the Corporation in the open market.

- (2) The dollar amounts set forth in these columns are the result of calculations at the 5% and 10% rates set by the Securities and Exchange Commission, and therefore are not intended to forecast possible future appreciation, if any, of the price of the common stock.

**Aggregated Options Exercises in Last Fiscal Year and Fiscal Year-End Options Values**

Shown below is information relating to (1) the exercise of options for the purchase of the Corporation's common stock during the last completed fiscal year and (2) the fiscal year-end value of unexercised options for the Corporation's common stock under the Martin Marietta Materials, Inc. Amended Omnibus Securities Award Plan and the Amended and Restated Stock-Based Award Plan for the named executives. There are no awards of stock appreciation rights ( SARs ) for the Corporation's common stock.

Name	Shares Acquired on Exercise	Value Realized	Number of Securities Underlying Unexercised Options at Fiscal Year-End <sup>(1)</sup>		Value of Unexercised In-the-Money Options at Fiscal Year-End <sup>(2)</sup>	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Stephen P. Zelnak, Jr.			287,333	231,667	\$ -0-	-0-
Philip J. Sipling			129,000	60,000	302,010	-0-
Janice K. Henry			92,499	40,001	233,480	-0-
Donald M. Moe			67,000	30,000	184,270	-0-
Jonathan T. Stewart			40,833	30,000	-0-	-0-

- (1) Options granted by the Corporation in 2002 as shown in Option Grants in Last Fiscal Year above, all of which were unexercisable at year-end, are included in this table. Options granted by the Corporation in 2001, one-third of which vested in 2002; in 2000, two-thirds of which were vested in 2002; and in 1999 and in prior years, all of which were vested in 2002, are also included in this table.
- (2) The value presented represents the difference between the closing price of the stock at year-end and the exercise price of the options. Options that were not in-the-money at year-end are not included in this table.

**Securities Authorized for Issuance Under Equity Compensation Plans**

Shown below is a summary of information as of December 31, 2002 with respect to compensation plans (including individual compensation arrangements) under which equity securities of the Corporation are authorized for issuance. The Corporation's equity compensation plans consist of the Amended and Restated Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the Directors Plan ), the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan (the Stock-Based Award Plan ), the Martin Marietta Materials, Inc. Amended Omnibus Securities Award Plan (the Omnibus Securities Award Plan ), and the Martin Marietta Materials, Inc. Shareholder Value Achievement Plan (the Achievement Plan ). All of these equity compensation plans have been approved by the Corporation's shareholders. The Corporation has no individual compensation arrangements under which equity securities of the Corporation are authorized for issuance to employees or non-employees in exchange for

goods or services.

### Equity Compensation Plan Information

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights	Weighted-Average Exercise Price of Outstanding Options Warrants, and Rights	Number of Securities Remaining Available for Future Issuance (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c) <sup>(1)(2)</sup>
Equity compensation plans approved by shareholders	2,752,506	\$40.68	3,035,562
Equity compensation plans not approved by shareholders	None	None	None
Total	2,752,506	\$40.68	3,035,562

(1) Includes shares of the Corporation's Common Stock available for issuance (other than upon the exercise of an option, warrant, or right) under the Corporation's equity compensation plans as of December 31, 2002 in the following amounts: Directors' Plan (100,000 shares), Stock-Based Award Plan (2,727,587 shares), and Achievement Plan (207,975 shares).

(2) The Incentive Stock Plan was adopted pursuant to the Omnibus Securities Award Plan and applies to grants after 1998 pursuant to the Stock-Based Award Plan. Accordingly, while the shares issuable under the Incentive Stock Plan will be determined based on a formula dependent upon the amount of incentive compensation deferred thereunder and the discounted market value of the Corporation's Common Stock, the total number of shares available for issuance under the Incentive Stock Plan will be limited by the fixed number of shares available for issuance under the Omnibus Securities Award Plan and the Stock-Based Award Plan.

#### **Pension Plan**

The named executives participate in the Martin Marietta Materials, Inc. Pension Plan (the "Pension Plan"), which is sponsored by the Corporation and covers all of the Corporation's executive officers and substantially all of the salaried employees of the Corporation on a non-contributing basis. Set forth below is a pension plan table which shows the estimated annual benefits payable under the Pension Plan and the Martin Marietta Materials, Inc. Supplemental Excess Retirement Plan ("SERP") upon retirement for specified earnings and years of service under the Pension Plan.

Remuneration	Years of Service				
	15	20	25	30	40
\$100,000	\$ 20,518	\$ 27,357	\$ 34,197	\$ 41,036	\$ 55,375
\$150,000 <sup>(1)</sup>	31,768	42,357	52,947	63,536	85,375
\$200,000 <sup>(1)</sup>	43,018	57,357	71,697	86,036	115,375
\$300,000 <sup>(1)</sup>	65,518	87,357	109,197	131,036	175,375
\$400,000 <sup>(1)</sup>	88,018	117,357	146,697	176,036	235,375
\$500,000 <sup>(1)</sup>	110,518	147,357	184,197	221,036	295,375
\$750,000 <sup>(1)</sup>	166,768	222,357	277,947	333,536	445,375
\$1,000,000 <sup>(1)</sup>	223,018	297,357	371,697	446,036	595,375
\$1,250,000 <sup>(1)</sup>	279,268	372,357	465,447	558,536	745,375
\$1,500,000 <sup>(1)</sup>	335,518	447,357	559,197	671,036	895,375

(1) The benefits payable under the Pension Plan may be limited by Sections 401(a)(17) and 415(b) of the Internal Revenue Code. The maximum earnings amount in 2002 which may be considered to compute a benefit in accordance with Section 401(a)(17) of the Code is \$200,000. The maximum annual amount payable under the Plan as of December 31, 2002 in accordance with Section 415(b) of the Code is

\$160,000.

Compensation covered by the Pension Plan generally includes, but is not limited to, base salary, executive incentive compensation awards, lump sum payments in lieu of a salary increase, and overtime. The normal retirement age under the Pension Plan is 65, but unreduced early retirement benefits are available at age 62 and reduced benefits are available as early as age 55. The calculation of benefits under the Pension Plan is generally based on an annual accrual rate, average compensation for the highest consecutive five years of the ten years preceding retirement and the participant's number of years of

credited service. Benefits payable under the Pension Plan are subject to current Internal Revenue Code limitations. The SERP generally provides for the payment of benefits in excess of the Internal Revenue Code limits, which benefits vest in the same manner that benefits vest under the Pension Plan. The SERP provides for a lump sum payment of the vested benefits provided by the SERP unless the participant chooses to receive the benefits in the same manner that benefits are paid under the Pension Plan. The amounts listed in the foregoing table are not subject to any deduction for Social Security benefits or other offset amounts.

As of December 31, 2002, the estimated total annual benefits payable upon retirement at age 65 for the individuals named in the Summary Compensation Table, based on continued employment at current compensation, are as follows: Mr. Zelnak, \$600,262; Mr. Sipling, \$224,013; Ms. Henry, \$263,961; Mr. Moe, \$202,652; and Mr. Stewart, \$158,216. These amounts include benefits that are payable under the SERP. The years of credited service upon assumed retirement at age 65 for Mr. Zelnak, Mr. Sipling, Ms. Henry, Mr. Moe, and Mr. Stewart are 28.75 years, 27.67 years, 41.67 years, 36.92 years, and 31.67 years, respectively. The compensation covered by the Pension Plan and the SERP for the individuals named in the Summary Compensation Table is substantially similar to the annual compensation reported in the Summary Compensation Table and does not deviate by more than 10%.

### ***Employment Protection Agreements***

The Corporation has entered into Employment Protection Agreements, as amended from time to time (the Agreements ), with each of the executive officers listed in the summary compensation table. The purpose of these Agreements is to provide the Corporation's key executives with payments and benefits upon certain types of terminations within two years and 30 days following a Change of Control. For purposes of the Agreements, a Change of Control is generally defined as (i) the acquisition by any person, or related group of persons, of 40% or more of either the outstanding common stock of the Corporation or the combined voting power of the Corporation's outstanding securities, (ii) consummation of a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the Corporation's assets following which the Corporation's shareholders before such event fail to own more than 50% of the resulting entity, (iii) a change in the majority membership of the Board, or (iv) a liquidation or dissolution of the Corporation.

The Agreements provide that if, within the two-year period following a Change of Control, an executive is terminated without Cause (as defined in the Agreements) or terminates his employment with Good Reason (as defined in the Agreements), or if the executive voluntarily terminates his employment for any reason during the thirty-day period following the second anniversary of the Change of Control, the Corporation is obligated to pay the executive, in a lump sum, an amount equal to three times the sum of the executive's Base Salary and Annual Bonus. For purposes of the Agreements, Base Salary means the highest annual rate of base salary that the executive received within the twelve-month period ending on the date of the Change of Control, and Annual Bonus means the executive's highest annual bonus paid during the period beginning five years prior to the Change of Control and ending on the date of the executive's termination of employment. In addition, for three years following termination of employment, the Corporation must provide the executive with welfare benefits that are generally as favorable as those the executive enjoyed prior to the Change of Control. The Corporation must also continue to provide the executive all benefits provided under the Corporation's defined benefit and defined contribution retirement plans and provide the executive with the same retiree medical benefits that were in effect for retirees immediately prior to the Change of Control. Furthermore, the Agreements provide for gross up payments to compensate the executives for any golden parachute excise taxes imposed under the Internal Revenue Code on account of the severance amounts.

The term of the Agreements is one year following their effective dates. On each anniversary date of the effective date, the Agreements are renewed for one additional year, unless either party gives notice of its intent to cancel the automatic extension. If, prior to termination, a Change of Control occurs or the Board becomes aware of circumstances which in the ordinary course result in a Change of Control, then under no circumstances will the Agreements terminate prior to 31 days after the second anniversary of the Change of Control.

### **FINANCIAL STATEMENTS**

Upon the written request of any shareholder, the Corporation will provide without charge a copy of its Annual Report on Form 10-K for the year ended December 31, 2002, filed with the Securities and Exchange Commission. Requests should be mailed to the Corporate Secretary, Martin Marietta Materials, Inc., 2710 Wycliff Road, Raleigh, North Carolina 27607. A copy of such Annual Report is also posted and available for public viewing on the Corporation's web site at [www.martinmarietta.com](http://www.martinmarietta.com).

### **METHOD OF PROXY SOLICITATION**

The entire cost of preparing, assembling, printing, and mailing the Notice of Meeting, this proxy statement, and proxies, and the cost of soliciting proxies relating to the meeting, if any, has been or will be paid by the Corporation. In addition to use of the mails, proxies may be solicited by officers, Directors, and other regular employees of the Corporation by telephone, facsimile, or personal solicitation, and no additional compensation will be paid to such individuals. The Corporation will use the services of Morrow & Co., Inc., a professional soliciting organization, to assist in obtaining in person or by proxy the largest number of shareholder vote as is possible. The Corporation estimates its expenses for solicitation services will not exceed \$10,000. The Corporation will, if requested, reimburse banks, brokerage houses and other custodians, nominees and certain fiduciaries for their reasonable expenses incurred in mailing proxy materials to their principals.

### **OTHER MATTERS**

At the time this proxy statement was filed with the Securities and Exchange Commission, the Board of Directors was not aware that any matters not referred to herein would be presented for action at the annual meeting. If any other matters properly come before the meeting, it is intended that the persons named in the enclosed proxy will vote the shares represented by proxies on such matters in accordance with their judgment in the best interest of the Corporation. It is also intended that discretionary authority will be exercised with respect to the vote on any matters incident to the conduct of the meeting.

### **INCORPORATION BY REFERENCE**

The Report of the Audit Committee beginning on page 12, the Report of the Compensation Committee beginning on page 14, and the Performance Graph on page 19 do not constitute soliciting material and should not be deemed filed or incorporated by reference into any other filing by the Corporation under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Corporation specifically incorporates such information by reference.



**SHAREHOLDERS PROPOSALS FOR 2004 ANNUAL MEETING**

Proposals by shareholders for nominations for Directors or other matters intended to be presented at the 2004 Annual Meeting of Shareholders of the Corporation must be received by the Secretary of the Corporation no later than December 4, 2003 in order to be included in the proxy statement and on the Proxy Card that will be solicited by the Board of Directors in connection with that meeting. The inclusion of any proposal will be subject to applicable rules of the Securities and Exchange Commission. In addition, the Bylaws of the Corporation establish an advance notice requirement for any proposal of business to be considered at an annual meeting of shareholders, including the nomination of any person for election as Director. In general, written notice must be received by the Secretary of the Corporation at its principal executive office, 2710 Wycliff Road, Raleigh, North Carolina 27607, not less than 60 days nor more than 90 days prior to the first anniversary of the preceding year's annual meeting and must contain specified information concerning the matter to be brought before such meeting and concerning the shareholder proposing such a matter. Accordingly, to be considered at the 2004 Annual Meeting of Shareholders, proposals must be received by the Secretary of the Corporation no earlier than February 29, 2004 and no later than March 30, 2004. Any waiver by the Corporation of these requirements with respect to the submission of a particular shareholder proposal shall not constitute a waiver with respect to the submission of any other shareholder proposal nor shall it obligate the Corporation to waive these requirements with respect to future submissions of the shareholder proposal or any other shareholder proposal. Any shareholder desiring a copy of the Bylaws of the Corporation will be furnished one without charge upon written request to the Secretary of the Corporation at its principal executive office, 2710 Wycliff Road, Raleigh, North Carolina 27607.

**MARTIN MARIETTA MATERIALS, INC.**

March 27, 2003

**APPENDIX A**

**MARTIN MARIETTA MATERIALS, INC.**

**AUDIT COMMITTEE CHARTER**

The Audit Committee will, except when such powers are by statute or the Articles of Incorporation or the Bylaws reserved to the full Board or delegated to another committee of the Board, possess and may exercise the powers of the Board relating to accounting, auditing and financial reporting matters of the Corporation.

**Purpose**

The purpose of the Committee is to assist the Board in overseeing the integrity of the Corporation's financial statements, the Corporation's compliance with legal and regulatory requirements, the qualifications and independence of the Corporation's independent auditors, and the performance of the Corporation's internal audit function and independent auditors.

**Composition**

The Committee will be comprised of three or more Directors, including a chairperson, who are not officers or employees of the Corporation. The members of the Committee will meet all the requirements of the New York Stock Exchange ( NYSE ), the Securities and Exchange Commission ( SEC ) and other applicable rules and regulations, including the independence and experience requirements. The members of the Committee will receive no compensation from the Corporation, directly or indirectly, other than directors fees. Each Committee member will be financially literate or will become financially literate within a reasonable period of time after appointment to the Committee, and at least one member of the Committee will have accounting or related financial management expertise. The foregoing qualifications will be determined by the Board in its business judgment. The members of the Committee and the Chairperson of the Committee will be elected by the Board to serve at the pleasure of the Board of Directors and until their successors are duly elected and qualified.

**Meetings**

The Committee will hold at least five meetings annually and will meet in separate executive sessions with the Corporation's management, independent auditors, and internal audit department representatives to review and resolve matters of concern presented to the Committee. The Committee may meet as many additional times as the Committee deems necessary or appropriate.

**Responsibilities**

The Corporation's management is responsible for maintaining an effective internal control structure and preparing the Corporation's financial statements, and the independent auditors are responsible for auditing the financial statements. The Committee will oversee the conduct of these activities by the Corporation's management and its internal and independent auditors. The Committee's policies and procedures will remain flexible to permit it to react to changing conditions and pertinent requirements. In carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Corporation's financial statements or any certification as to the independent auditors' work.

In carrying out its oversight function, the Committee will perform the following:

**Independent Auditors:**

Selection

Retain and terminate, in the Committee's sole discretion, the Corporation's independent auditors. This includes communicating to the independent auditors that they are ultimately accountable to the Committee.

Independence

1. Inquire as to the independence of the independent auditors and receive from the independent auditors, at least annually, a formal written statement delineating all relationships between the independent auditors and the Corporation as contemplated by Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*.
2. Actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and, if appropriate, recommend that the Board take action in response to the independent auditors' report to satisfy itself of the independent auditors' independence.

Annual Procedures

1. Prior to the end of the fiscal year, review and approve the scope and timing of the annual independent audit of the Corporation's financial statements. The Committee's review should include an explanation from the independent auditors of the factors considered by the auditors in determining the audit scope, including the major risk factors.
2. Engage the independent auditors to perform a timely quarterly review of the interim financial statements in accordance with Statement on Auditing Standards No. 71, *Interim Financial Information*.
3. Engage the independent auditors to perform other non-audit services as deemed appropriate, consistent with the requirements of the SEC and the NYSE. The Committee may delegate the approval of such services to its Chairperson.
4. Authorize management to engage the independent auditors for other work as deemed necessary.
5. Review and approve annually the fee arrangement with the independent auditors and approve the fees, terms, and other compensation to be paid to the independent auditors, including the nature, extent, and fees for any services performed for the Corporation outside of the annual audit. The Committee has the sole authority to approve all engagement fees and terms, but may consult with management as to the appropriateness of the fee arrangement. Discuss with management and the independent auditors the adequacy of funding for services approved by the Committee that are provided by the independent auditors or any advisors.
6. Review annually the independent auditors' registration form or annual update filed with the accounting oversight board. Significant matters noted should be discussed with the independent auditors.



7. Review annually a report by the independent auditor describing: the firm's internal quality control procedures; any material issues raised by the most recent internal quality-control review or peer review; and any material issues raised by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.
8. Discuss with the independent auditors the quality of the Corporation's financial, accounting, and auditing personnel.

**Internal Auditors:**

1. Review the qualifications and work of the Corporation's internal auditing staff, including the adequacy of its budget and staffing.
2. Review annually and discuss with management and the independent auditors the plan and scope of internal audit's work plan for the year, including coordination of the audit with the independent auditors.
3. Communicate to the internal auditors that they are ultimately accountable to the Committee.

**Financial Reporting Process:**

*Audited Financial Statements.* At the completion of the annual audit review with management, the internal auditors, and the independent auditors the following:

1. The annual financial statements and related footnotes and financial information to be included in the Corporation's annual report to shareholders and on Form 10-K prior to its filing, including the Corporation's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations.
2. Results of the audit of the financial statements and the related report thereon and, if applicable, a report on changes during the year in accounting principles and their application.
3. Significant changes to the external audit plan and significant variations in the actual scope of the independent audit, if any, and any serious disputes or difficulties with management encountered during the audit. Inquire about the cooperation received by the independent auditors during their audit, including access to all requested records, data, and information. Inquire of the independent auditors whether there have been any disagreements with management, which if not satisfactorily resolved would have caused them to issue a nonstandard report on the Corporation's financial statements and whether any limitations have been placed by management on the scope or nature of their audit procedures, and whether any accounting adjustments were noted or proposed by the independent auditors but were not made. Inquire about the quality and consistency of the accounting principles selected. Inquire of the independent auditors as to any consultations with its regional/national technical personnel.
4. Other communications as required to be communicated by the independent auditors by Statement of Auditing Standards (SAS) 61 as amended by SAS 90 relating to the conduct of the audit.
5. Discuss any relevant significant recommendations that the independent auditors may have, particularly those characterized as material, review management's responses, and receive follow-up reports on actions taken.

6. If deemed appropriate after such review and discussion, recommend to the Board that the financial statements be included in the Corporation's annual report on Form 10-K.

7. Review and, at least annually, receive a written report from the Corporation's counsel regarding any legal, regulatory, and environmental matters that may have a material impact on the financial statements.

Interim Financial Statements. The Committee, through the Chairperson or the Committee as a whole, will review with management of the Corporation and the independent auditors, prior to filing the quarterly reports on Form 10-Q, any matters described in Statement on Auditing Standards No. 61, *Communications with Audit Committees* and identified as having a significant effect on the interim financial statements. In connection with this review, the Committee, through its Chairperson or as a whole, will discuss earnings press releases with management, prior to their release.

Financial Reporting Practices. The Committee will review annually with management, the internal auditors, and the independent auditors the following:

1. The Corporation's internal control processes. In connection with such review, obtain annually in writing from the independent auditors their letter as to the adequacy and effectiveness of the Corporation's accounting and financial reporting controls.
2. Significant accounting and reporting principles, practices, and procedures applied by the Corporation in preparing its financial statements, including any changes thereto, significant judgments that may affect the financial results and any recommendations to improve existing practices.
3. Inquire about the Corporation's significant risks and exposures and assess the steps taken by management and the internal auditors to minimize such risks and exposures to the Corporation. Review periodically, as appropriate, any changes in the internal audit scope or work plan.
4. Review significant reports prepared by internal audit together with management's response and follow-up to these reports.
5. Discuss guidelines and policies to govern the process by which the Chief Executive Officer and senior management will assess and manage the Corporation's exposure to risk.
6. Review major issues regarding accounting principles and financial statement presentations, analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgements made in connection with the preparation of the financial statements, and the effect of regulatory and accounting initiatives and off-balance sheet transactions on the financial statements.

Information Provided to Analysts and Rating Agencies. The Committee will review and discuss with management earnings press releases, financial information, and earnings guidance provided to analysts and rating agencies.

## **General Matters**

The Committee is granted the authority to investigate any matter or activity within the scope of its responsibility. All employees will be directed to cooperate as requested by members of the Committee.

The Committee may, in its sole discretion, at the Corporation's expense and without the requirement of obtaining Board approval, retain outside legal, accounting, or other consultants or experts, as it deems necessary to assist in its investigations.



The Committee will establish procedures for receiving, retention, and treatment of complaints regarding accounting or auditing matters, subject to SEC and NYSE requirements.

The Committee will investigate any material violations of securities laws or breaches of fiduciary duty that are reported to them due to management not taking appropriate action on such matters.

The Committee will establish hiring policies and guidelines for employees or former employees of the independent auditors, subject to SEC and NYSE requirements.

The Committee will review and reassess the adequacy of this charter annually in compliance with applicable NYSE Audit Committee Requirements or other laws and regulations and recommend proposed changes, if any, to the Board for approval. The Committee will conduct and present to the Board and/or the Nominating and Corporate Governance Committee an annual performance evaluation of the Committee.

The Committee will approve the report required under SEC and NYSE rules to be included in the Corporation's annual proxy statement, including publication of this charter at least every three years as an appendix to the proxy statement.

The Committee will report to the Board the matters that come before it, and all formal actions will be reported to the Committee at its meeting next succeeding such action, and will be subject to revisions and alteration by the Board as appropriate, except as otherwise provided in this charter.



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**MARTIN MARIETTA MATERIALS, INC.**

**Proxy solicited by the Board of Directors for the**

**Annual Meeting to be held May 29, 2003**

The undersigned hereby appoints Stephen P. Zelnak, Jr. and Janice K. Henry, and each or either of them, proxies, with full power of substitution, with the powers the undersigned would possess if personally present, to vote, as designated below, all shares of the Common Stock of the undersigned in Martin Marietta Materials, Inc. at the Annual Meeting of Shareholders to be held on May 29, 2002, and at any adjournment thereof.

**1. ELECTION OF DIRECTORS:** Nominees are William E. McDonald, Frank H. Menaker, Jr., and Richard A. Vinroot.  
o **FOR** all listed nominees (except do not vote for the nominee(s) whose name(s) I have written below)

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o **WITHHOLD AUTHORITY** to vote for the listed nominees

**2. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting, or any adjournments thereof.**

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**MARTIN MARIETTA MATERIALS, INC.**

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This proxy is solicited by the Board of Directors and when properly executed will be voted as specified herein and, unless otherwise directed, will be voted **FOR** the election of all nominees as Directors. The Board of Directors recommends voting **FOR** all listed nominees.

Receipt of Notice of Annual Meeting of Shareholders and accompanying Proxy Statement is hereby acknowledged.

**Please date and sign exactly as printed below and return promptly in the enclosed postage paid envelope.**

Dated: \_\_\_\_\_, 2003

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Signature and Title

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Signature if held jointly

**(When signing as attorney, executor, administrator, trustee, guardian, etc., give title as such. If joint account, each joint owner should sign. If a corporation or a partnership, sign full corporate name or partnership name, as the case may be, by an authorized person.)**