

MARTIN MARIETTA MATERIALS INC

Form 4

February 27, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SIPLING PHILIP J

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
MARTIN MARIETTA
MATERIALS, INC., 2710
WYCLIFF ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Exec. VP

RALEIGH, NC 27607

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/24/2006		M	15,000	A \$ 36.55 69,037	D	
Common Stock	02/24/2006		S	11,950	D \$ 97.5413 57,087	D	
Common Stock	02/24/2006		F	3,050	D \$ 97.85 54,037	D	

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to buy) ⁽²⁾	\$ 36.55	02/24/2006		M	15,000	⁽²⁾ 08/15/2012	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SIPLING PHILIP J MARTIN MARIETTA MATERIALS, INC. 2710 WYCLIFF ROAD RALEIGH, NC 27607	Exec. VP

Signatures

Philip J. Sipling 02/27/2006

^{__}Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

- (2) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options become exercisable in three equal annual installments commencing one year from the date of grant.

The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were: 600 at \$97.31; 1300 at \$97.32; 400 at \$97.33; 1900 at \$97.34; 200 at \$97.35; 650 at \$97.36;

- (1) 200 at \$97.37; 300 at \$97.38; 300 at \$97.40; 100 at \$97.43; 400 at \$97.44; 200 at \$97.53; 100 at \$97.56; 100 at \$97.58; 200 at \$97.60; 300 at \$97.61; 100 at \$97.62; 500 at \$97.67; 100 at \$97.70; 200 at \$97.72; 400 at \$97.73; 700 at \$97.74; 2300 at \$97.85; 100 at \$97.89; 300 at \$97.90.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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