

MARTIN MARIETTA MATERIALS INC

Form 4

March 02, 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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ZELNAK STEPHEN P JR

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)  
02/28/2006

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chm. Pres. & CEO

RALEIGH, NC 27607

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/28/2006                              |                                                             | M                                    | 10,000                                                                  | A \$ 43.58                                                                                                         | 137,278                                                                 | D                                                                 |
| Common<br>Stock                       | 02/28/2006                              |                                                             | S                                    | 8,190                                                                   | D \$ 96.9524                                                                                                       | 129,088                                                                 | D                                                                 |
| Common<br>Stock                       | 02/28/2006                              |                                                             | F                                    | 1,810                                                                   | D \$ 98.48                                                                                                         | 127,278                                                                 | D                                                                 |
| Common<br>Stock                       | 03/01/2006                              |                                                             | M                                    | 10,000                                                                  | A \$ 43.58                                                                                                         | 137,278                                                                 | D                                                                 |

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|                 |            |   |       |   |                      |         |   |
|-----------------|------------|---|-------|---|----------------------|---------|---|
| Common<br>Stock | 03/01/2006 | F | 1,795 | D | \$ 97.5              | 135,483 | D |
| Common<br>Stock | 03/01/2006 | S | 8,205 | D | \$<br>98.0708<br>(2) | 127,278 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Options<br>(Right to<br>buy) (3)           | \$ 43.58                                                           | 02/28/2006                              |                                                             | M                                    | 10,000                                                                                                       | (3) 08/16/2011                                                 | Common<br>Stock                                                     | 10,000                                 |
| Stock<br>Options<br>(Right to<br>buy)               | \$ 43.58                                                           | 03/01/2006                              |                                                             | M                                    | 10,000                                                                                                       | (3) 08/16/2011                                                 | Common<br>Stock                                                     | 10,000                                 |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |                  |       |
|--------------------------------------------------------------------------------------------------|---------------|-----------|------------------|-------|
|                                                                                                  | Director      | 10% Owner | Officer          | Other |
| ZELNAK STEPHEN P JR<br>MARTIN MARIETTA MATERIALS, INC.<br>2710 WYCLIFF ROAD<br>RALEIGH, NC 27607 | X             |           | Chm. Pres. & CEO |       |

## Signatures

Stephen P.  
Zelnak, Jr.

03/02/2006

    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).
- (3) 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: 500 at \$96.79; 400 at \$96.80; 100 at \$96.84; 900 at \$96.85; 600 at \$96.86; 500 at \$96.87; 700 at \$96.88; 500 at \$96.92; 600 at \$96.93; 600 at \$97.00; 100 at \$97.02; 500 at \$97.05; 500 at \$97.08; 300 at \$97.09; 900 at \$97.10; 100 at \$97.15; 390 at \$97.16.
- (1) The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were: 300 at \$97.92; 1300 at \$97.94; 400 at \$97.96; 1100 at \$98.00; 200 at \$98.03; 1700 at \$98.04; 500 at \$98.05; 300 at \$98.09; 700 at \$98.10; 200 at \$98.17; 300 at \$98.18; 200 at \$98.19; 100 at \$98.28; 200 at \$98.30; 705 at \$98.41.

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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