Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

Form 4	ARIETTA M	IATERIALS	INC								
May 26, 2005 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). MITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 3235-0287 Number: January 31 Expires: January 31 2005 Estimated average burden hours per response 0.5				
 (Print or Type Responses) 1. Name and Address of Reporting Person <u>*</u> COLE SUE W 			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) U.S. TRUST COMPANY, N.A.U.S. TRUST COMPA, 301 NORTH ELM STREET301 NORTH ELM STREET			3. Date of Earliest Transaction (Month/Day/Year) 05/25/2005					Officer (give titleOther (specify below)			
GREENSB	(Street) GREENSBORO, NC 27401			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)	Tabl	e I - Non-D	erivative	Secur	ities Aca	uired, Disposed of	or Beneficial	lv Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	any		3. Transactic Code (Instr. 8) Code V	4. Securi on(A) or Di (Instr. 3,	ties A ispose	cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	•	
Common Stock (1) Common Stock	05/24/2005			A	850	A	\$ 48.84	850 4,250	D I	By IRA	

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

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number.

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. Transactio Code (Instr. 8)	5. Number prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date ecurities (Month/Day/Year) equired a) or isposed of b) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D Se (Ii
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Directors Options (2)	\$ 61.05	05/24/2005		А	3,000	(2)	05/24/2015	Common Stock	3,000	

Reporting Owners

Reporting Owner Name / Address			Relationships					
	Director	10% Owner	Officer	Other				
COLE SUE W U.S. TRUST COMPANY, N.A.U.S. TRUST COMPA 301 NORTH ELM STREET301 NORTH ELM STREET GREENSBORO, NC 27401								
Signatures								
Roselyn R. Bar, attorney-in-fact 05/25/2005								
**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).

Common stock units were accrued under the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the "Plan") and are to be settled in stock in a lump sum or in installments not to exceed 10 years commencing on (i) the date the reporting person ceases

- (1) to be a Non-Employee Director or (ii) the date that is one month and one year following the date the reporting person ceases to be a Non-Employee Director, in accordance with the reporting person's election under the Plan. The conversion price is 1 share of common stock for 1 unit.
- (2) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options are exercisable immediately.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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