

March 05, 2001

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company
Act of 1940

1. Name and Address of Reporting Person(1)			2. Issuer Name and Ticker or Trading Symbol		6. R
Easterlin, III Donald J.			Martin Marietta Materials, Inc. (MLM)		
(Last)	(First)	(Middle)	3. IRS Identification		[
			Number of Reporting		[X
			Person, if an Entity		
			(Voluntary)		
2710 Wycliff Road				4. Statement For	
				Month/Year	
				2/2001	
					Vic
(Street)				5. If Amendment,	7. I
				Date of Original	(
				(Month/Year)	[
Raleigh	NC	27607			
(City)	(State)	(Zip)			[

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIA

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/ Year)	3. Transac- tion Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Purchased or Sold (Instr. 7)
		Code	V	Amount
				(A) or (D)
				Price
Common Stock	2/15/2001	S		1,268.00
				D
				44.99
Common Stock				

FORM 4 (CONTINUED)

[illegible]

9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

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Explanation of Responses:

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

/s/ Donald

Signature of
Donald

Note. File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.
(Print or Type Responses)