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MARTIN MARIETTA MATERIALS INC

Form 4

January 10, 2002

FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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)		I
(Last)	(First)	(Middle)	3. IRS Identification		4. Statement For
2710 Wycliff Road			Number of Reporting		Month/Year
			Person, if an Entity		[X
			(Voluntary)		12/2001
					Vic
(Street)					5. If Amendment,
Raleigh NC 27607					Date of Original
					(Month/Year)
					7. I
(City) (State) (Zip)					(
					[

TABLE I -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

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
				curities
				cially
				End of
				(Instr.
		Code	V	Amount
				(A) or
				(D)
				Price
Common Stock	12/3/2001	M		885.00
Common Stock	12/3/2001	F		296.00
Common Stock				42.61
				3,142.
				988.

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

[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)
0.00	D	

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Explanation of Responses:

1. Units were awarded in January 1999 under the Martin Marietta Materials, Inc. Incentive Stock Plan. Units vested as of December 1, 2001.

** 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 J

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)