

Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

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
Shephard Daniel G.	Martin Marietta Materials, Inc. (MLM)	I
(Last) (First) (Middle)	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)	4. Statement For Month/Year
2710 Wycliff Road		12/2001
(Street)		5. If Amendment, Date of Original (Month/Year)
Raleigh NC 27607		
(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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount (A) or Price (D)
		Code	V	Amount (A) or Price (D)
Common Stock	12/3/2001	M		250.00 A
Common Stock	12/3/2001	F		84.00 D 42.61
Common Stock	12/3/2001	G	V	166.00 D 6,404.0
Common Stock	12/3/2001	G	V	166.00 A 582.0

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FORM 4 (CONTINUED)

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/ Daniel

Signature of
Daniel G

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)