

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) Stewart Jonathan T.			2. Issuer Name and Ticker or Trading Symbol Martin Marietta Materials, Inc. (MLM)		6. Relationship of Reporting Person to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)	4. Statement For Month/Year 5/2000	[] Director [] 10% Owner [X] Officer (give title below) Vice President - Human Resources	
2710 Wycliff Road (Street)					5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check applicable line) [X] Form Filed by One Reporting Person [] Form Filed by More Than One Reporting Person
Raleigh	NC	27607	(City)	(State)		(Zip)

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

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 of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Common Stock	5/1/2000	M		6,000.00	A	22.00		D	
Common Stock	5/1/2000	M		7,000.00	A	20.00		D	
Common Stock	5/1/2000	M		9,000.00	A	24.25		D	
Common Stock	5/1/2000	M		6,667.00	A	35.50		D	
Common Stock	5/1/2000	F		5,303.00	D	53.00		D	
Common Stock	5/1/2000	S		23,100.00	D	53.50		D	
Common Stock	5/1/2000	S		264.00	D	54.3125	2,946.00	D	
Common Stock							468.00	I	By 401(k) Plan

FORM 4 (CONTINUED)

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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Employee Stock Option (right to buy)	22.00	5/1/2000	M			6,000.00		8/2/97	8/2/2004	Common Stock	6,000.00	
Employee Stock Option (right to buy)	20.00	5/1/2000	M			7,000.00		8/3/98	8/3/2005	Common Stock	7,000.00	
Employee Stock Option (right to buy)	24.25	5/1/2000	M			9,000.00		7/10/99	7/10/2006	Common Stock	9,000.00	
Employee Stock Option (right to buy)	35.50	5/1/2000	M			6,667.00		8/14/2000	8/14/2007	Common Stock	6,667.00	

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	
0.00	D	
0.00	D	
3,333.00	D	

Explanation of Responses:

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

/s/ Jonathan T. Stewart
Signature of Reporting Person(*)

6/5/00
Date

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)