FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OMB Numb

	OMB APPRO	VAL							
	OMB Number:	3235-0287							
l	Estimated average burden								
l	hours per response:	0.5							

Check this 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*  MCDONALD WILLIAM E							2. Issuer Name <b>and</b> Ticker or Trading Symbol MARTIN MARIETTA MATERIALS INC [									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
TTTLD II	ML	MLM ]									X										
(Fir	$\vdash$														Other (specify						
`		3. Date of Earliest Transaction (Month/Day/Year)										20.01	•,	20.011	,						
CLIFF RO	03/	05/50/2007																			
	4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable										
(Street) RALEIGH NC 27607															_	<i></i>					
H NC	I NC 2'		./607											X		, ,					
(Sta	ate) (																				
	Tabl	e I - No	n-Deriv	ative	Sec	uritie	s Ac	quired,	Dis	posed o	f, or I	3en	eficia	lly C	wne	ed .					
Date						ecution any	Date,	Code (	Transaction Disposed Code (Instr.		ies Acquired (A) o Of (D) (Instr. 3, 4			and 5) Secu Bene Owne Repo Trans		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
										Amount	(A) (D)	or	Price			ction(s)					
Stock <sup>(1)</sup>		2007	2007		A		58	A \$1		\$108.	.16	1	,864	D							
	Та													/ Ow	ned						
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year	n Date,					6. Date Exercisable and Expiration Date (Month/Day/Year)			Amou Securi Under Deriva Securi	str. 3	Deriva Secur	ttive de ity Se 5) Be Ov Fo Re	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
	(Fir CLIFF RO  H NG  (State of Large of	(First) ( (CLIFF ROAD  H NC 2  (State) (  Tabl  Security (Instr. 3)  Stock(1)  Ta  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) (CLIFF ROAD  H NC 27607  (State) (Zip)  Table I - No Security (Instr. 3)  Stock(1)  Table II -  2. Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year)	(First) (Middle) (CLIFF ROAD  H NC 27607  (State) (Zip)  Table I - Non-Deriv Security (Instr. 3)  2. Transa Date (Month/D  Stock(1)  7 Table II - Derivati (e.g., pt (Month/Day/Year)  2 Table II - Derivati (e.g., pt (Month/Day/Year)	(First) (Middle)  (CLIFF ROAD  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (Month/Day/Year)  Conversion or Exercise Price of Derivative (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  Stock(1)  3. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  4. Transaction Code (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  (CLIFF ROAD  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (Instr. 3)  Table II - Derivative Security (e.g., puts, calls, if any (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table III - Derivative Security (e.g., puts, calls, if any (Month/Day/Year)  (Month/Day/Year)  Table III - Derivative Security (e.g., puts, calls, if any (Month/Day/Year)  (Month/Day/Year)	(First) (Middle)  (CLIFF ROAD  Table I - Non-Derivative Securities (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year)  3. Transaction Date (If any (Month/Day/Year))  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warr (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year)  3. Transaction Date (If any (Month/Day/Year)  (Month/Day/Year)	MARTIN MARIMLM ]  (First) (Middle)  (CLIFF ROAD  Table I - Non-Derivative Securities Accurity (Instr. 3)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquee.g., puts, calls, warrants, (Month/Day/Year)	MARTIN MARIETTA MLM ]  3. Date of Earliest Transaction (Moddle)  4. If Amendment, Date of Original  Table I - Non-Derivative Securities Acquired, (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option (Month/Day/Year))  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option (Month/Day/Year))  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option (Month/Day/Year))  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option (Month/Day/Year))  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option (Month/Day/Year))  Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Date (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date	MARTIN MARIETTA MALM MLM ]  (First) (Middle) 3. Date of Earliest Transaction (Month/O3/30/2007  4. If Amendment, Date of Original Filed Martin	MARTIN MARIETTA MATERIA MLM ]  3. Date of Earliest Transaction (Month/Day/Year) 03/30/2007  4. If Amendment, Date of Original Filed (Month/Day Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock(1)  03/30/2007  A 158  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of Code (Instr. 8)  2. Conversion or Exercise Price of Date (Month/Day/Year)  Conversion or Exercise Price of Date (Month/Day/Year)  MARTIN MARIETTA MATERIA MLM ]  3. Date of Earliest Transaction (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Stock(1)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Gode (Instr. 8)  Code V Amount Code (Instr. 8)  2. Conversion or Exercise Price of Date (Month/Day/Year)  Conversion or Exercise Price of Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Date Expiration	MARTIN MARIETTA MATERIALS I  MLM ]  3. Date of Earliest Transaction (Month/Day/Year)  O3/30/2007  4. If Amendment, Date of Original Filed (Month/Day/Year)  Fecurity (Instr. 3)  Table I - Non-Derivative Securities Acquired, Disposed of, or Execution Date, if any (Month/Day/Year)  Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3)  A 58  Table II - Derivative Securities Acquired (Disposed of (D) (Instr. 3)  A 58  Table II - Derivative Securities Acquired (Disposed of (D) (Instr. 3)  A 58  Date Expiration Date (Month/Day/Year)  Date Expiration Date (Month/Day/Year)  Date Expiration Date (Month/Day/Year)	MARTIN MARIETTA MATERIALS INC   MLM	MARTIN MARIETTA MATERIALS INC   C   MLM	Check   MLM	MARTIN MARIETTA MATERIALS INC   Check all app X Direct Office below   MLM   Stock   MID   MID	MARTIN MARIETTA MATERIALS INC   Check all applicable)   X Director Officer (give title below)	MARTIN MARIETTA MATERIALS INC [ Check all applicable)			

## Explanation of Responses:

1. 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 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.

M. Guy Brooks, III, attorneyin-fact 04/02/2007

\*\* Signature of Reporting Person Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.