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 Deerson Bruc | 2 2 | | | Name and Ticke ietta Material | | 6. Relationship of Reporting Person to Issuer (Check all applicable) | | | | | |
|---|----------------|---------------------|---|----------------------------------|--|--|-------------------------|---|-------------------|------------------------------|--|
| (Last) (First) (Middle) 2710 Wycliff Road | | İ | 3. IRS Identification Number of Reporting Person, if an Entity (Voluntary) | | | tatement | | [] Director [] 10% Owner | | | |
| (Street) Raleigh NC 27607 | | | | | 5. If Amendment, Date of Original (Month/Year) | | | | | | |
| (City) | ate) (Zip) | | | | | | | One Reporting Person | | | |
| | TABLE 1 NON-DE | RIVATIVE | SECURI' | TIES ACQUIRED, | DISPOSI | ED OF, (| OR BENE | FICIALLY OWNED | | į | |
| 1. Title of Security (Instr. 3) | 3) | | or Dispose (Instr. 3, | ci En 4 and 5) (I | | ount of Se- rities Benefi- ally Owned at d d of Month nstr. 3 and 4) | ship Form: Direct | 7. Nature of In- direct Benefi- cial Owner- | | | |
| | | Code | V | Amount | (A) or (D) | Price | | | (I) (Instr. 4) | ship (Instr. 4) | |
| Common Stock | 12/1/2000 | M | ! | 295.00 | | 29.00 | | | D | | |
| Common Stock | 12/1/2000 | F | | 102.00 | | 39.85 | 1 | 4,117.00 | D | | |
| Common Stock | | | | | | | | 6,846.00 | | by 401(k) Plan | |
| | | | | | | | | | | | |
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FORM 4 (CONTINUED)

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

| | Title of Derivative Security (Instr. 3) | 2. Conver- sion or Exercise Price of Deriv- ative Security | action Date | action Derivative Code Securities Acquired (A) 8 or Disposed | | 6. Date Exer- cisable and Expiration Date (Month/Day/ Year) | | (Instr. 3 and 4) | | of Deriv- | | |
|--|---|--|------------------|--|----------------|---|-----------|------------------------------|----------------------------|--------------|--|-------|
| Incentive Stock FY 1997 29.00 12/1/2000 M 296.00 (1) Common 296.00 29.00 29.00 | | | | | | (A) | (D) | Date Exer- cisable | Expira- tion e Date | Title | Amount or Number of Shares | |
| | Incentive Stock FY 1997 | 29.00 | | | | | | | | Common | | 29.00 |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |

| 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 | |
| | | |
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Explanation of Responses:

- (1) Units were awarded in January 1995 under the Martin Marietta Materials, Inc. Incentive Stock Plan. Units vested as of December 1, 2000.
- (*) Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Bruce A. Deerson 1-9-01
-----Signature of Reporting Person(*) 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)

Bruce A. Deerson

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