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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2004

Commission File Number 1-12744

MARTIN MARIETTA MATERIALS, INC.

(Exact name of registrant as specified in its charter)

North Carolina	56-1848578
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
2710 Wycliff Road, Raleigh, NC	27607-3033
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code 919-781-4550

Former name: None

Former name, former address and former fiscal year, if changes since last report.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act)

Yes [X] No [ ]

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the latest practicable date.

Class	Outstanding as of April 30, 2004
Common Stock, $0.01 par value	48,209,212

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 2004

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PART I - FINANCIAL INFORMATION

ITEM 1. Financial Statements

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	March 31, 2004	December 31, 2003
		(Audited)
	(Dollars in Thousands)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 52,780	$ 125,133
Accounts receivable, net	226,059	234,578
Inventories, net	229,663	213,843
Current deferred income tax benefits	21,633	21,603
Other current assets	32,935	26,362
Total Current Assets	563,070	621,519
Property, plant and equipment	2,222,220	2,205,465
Allowances for depreciation and depletion	(1,183,534)	(1,163,033)
Net property, plant and equipment	1,038,686	1,042,432
Goodwill	580,252	577,586
Other intangibles, net	23,696	25,142
Other noncurrent assets	60,014	63,414
Total Assets	$ 2,265,718	$ 2,330,093
LIABILITIES AND SHAREHOLDERS' EQUITY		
Bank Overdraft	$ 12,048	$ 11,264
Accounts payable	71,411	76,576
Accrued salaries, benefits and payroll taxes	26,670	29,287
Pension and postretirement benefits	38,845	36,176
Accrued insurance and other taxes	39,428	37,927
Income taxes	—	246
Current maturities of long-term debt	988	1,068
Other current liabilities	32,082	27,620
Total Current Liabilities	221,472	220,164
Long-term debt	718,578	717,073
Pension, postretirement and postemployment benefits	45,987	76,917
Noncurrent deferred income taxes	133,636	130,102
Other noncurrent liabilities	55,300	55,990
Total Liabilities	1,174,973	1,200,246
Shareholders' equity:		
Common stock, par value $0.01 per share	481	486
Preferred stock, par value $0.01 per share	—	—
Additional paid-in capital	411,526	435,412
Accumulated other comprehensive loss	(8,694)	(8,694)
Retained earnings	687,432	702,643
Total Shareholders' Equity	1,090,745	1,129,847
Total Liabilities and Shareholders' Equity	$ 2,265,718	$ 2,330,093

See accompanying notes to consolidated financial statements.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS

	Three Months Ended March 31, 2004	Three Months Ended March 31, 2003
	(Dollars in Thousands, Except Per Share Data)	
Net Sales	$ 307,766	$ 273,802
Freight and delivery revenues	43,331	40,502
Total revenues	351,097	314,304
Cost of sales	275,204	252,760
Freight and delivery costs	43,331	40,502
Total cost of revenues	318,535	293,262
Gross Profit	32,562	21,042
Selling, general & administrative expenses	31,721	31,005
Research and development	154	58
Other operating (income) and expenses, net	1,226	(1,242)
Loss from Operations	(539)	(8,779)
Interest expense	10,288	10,121
Other nonoperating (income) and expenses, net	(623)	307
Loss from continuing operations before income tax benefit and cumulative effect of change in accounting principle	(10,204)	(19,207)
Income tax benefit	(3,556)	(7,248)
Loss from continuing operations before cumulative effect of change in accounting principle	(6,648)	(11,959)
Discontinued Operations:		
Earnings (Loss) on discontinued operations, net of related taxes of $788 and $669 in 2004 and 2003	103	(2,059)
Loss before cumulative effect of change in accounting principle	(6,545)	(14,018)
Cumulative effect of change in accounting for asset retirement obligations, net of related taxes of $4,498	—	(6,874)
Net loss	$ (6,545)	$ (20,892)
Net Loss Per Common Share:		
Basic from continuing operations before cumulative effect of change in accounting principle	$ (0.14)	$ (0.25)
Discontinued operations	—	(0.04)
Cumulative effect of change in accounting principle	—	(0.14)
	$ (0.14)	$ (0.43)
Diluted from continuing operations before cumulative effect of change in accounting principle	$ (0.14)	$ (0.25)
Discontinued operations	—	(0.04)
Cumulative effect of change in accounting principle	—	(0.14)
	$ (0.14)	$ (0.43)
Dividends Per Share	$ 0.18	$ 0.15
Average Number of Common Shares Outstanding:		
Basic	48,332,774	48,890,996
Diluted	48,332,774	48,890,996

See accompanying notes to consolidated financial statements.

MARTINS MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months Ended March 31,	
	2004	2003
	(Dollars in Thousands)	
Net loss	$ (6,545)	$(20,892)
Cumulative effect of change in accounting principle	—	6,874
Loss before cumulative effect of change in accounting principle	(6,545)	(14,018)
Adjustments to reconcile loss to cash provided by operating activities:		
Depreciation, depletion and amortization	33,614	33,443
(Gains) losses on sales of assets	(2,028)	369
Other items, net	(491)	340
Changes in operating assets and liabilities, net of effects of acquisitions and divestitures:		
Deferred income taxes	3,504	3,415
Accounts receivable, net	8,519	11,084
Inventories, net	(16,435)	(9,744)
Accounts payable	(5,164)	(8,628)
Other assets and liabilities, net	(31,559)	3,348
Net cash (used for) provided by operating activities	(16,585)	19,609
Investing activities:		
Additions to property, plant and equipment	(29,778)	(28,009)
Acquisitions, net	(5,567)	(8,905)
Proceeds from divestitures	11,925	6,158
Net cash used for investing activities	(23,420)	(30,756)
Financing activities:		
Net principal (repayments of) borrowings on long-term debt	(560)	24,841
Dividends paid	(8,668)	(7,327)
Loans payable	—	(1,837)
Change in bank overdraft	784	(2,478)
Issuances of common stock	1,116	—
Repurchases of common stock	(25,020)	—
Net cash (used for) provided by financing activities	(32,348)	13,199
Net (decrease) increase in cash and cash equivalents	(72,353)	2,052
Cash and cash equivalents, beginning of period	125,133	14,498
Cash and cash equivalents, end of period	$ 52,780	$ 16,550
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 4,537	$ 4,757
Net income tax payments (refunds)	$ 1,449	$ (3,747)

See accompanying notes to consolidated financial statements.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation

The accompanying unaudited consolidated financial statements of Martin Marietta Materials, Inc. (the “Corporation”) have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to the Quarterly Report on Form 10-Q and to Article 10 of Regulation S-X. The Corporation has continued to follow the accounting policies set forth in the audited consolidated financial statements and related notes thereto included in the Corporation’s Annual Report on Form 10-K for the year ended December 31, 2003, filed with the Securities and Exchange Commission on March 15, 2004. In the opinion of management, the interim financial information provided herein reflects all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the results of operations for the interim periods. The results of operations for the three months ended March 31, 2004 are not indicative of the results to be expected for the full year.

In 2004 and 2003, the Corporation divested of certain nonstrategic operations within its Aggregates operating segment. The results of all divested operations through the dates of disposal and any gain or loss on disposals are included in discontinued operations on the consolidated statements of earnings. The discontinued operations included net sales of $1.1 million and $9.5 million and a pretax gain of $0.9 million and a pretax loss of $1.4 million for the quarter ended March 31, 2004 and 2003, both respectively. The discontinued operations included a pretax gain on disposal of $0.8 million for the quarter ended March 31, 2004 and a pretax loss on disposal of $0.4 million for the quarter ended March 31, 2003.

Effective January 1, 2003, the Corporation adopted Statement of Financial Accounting Standards No. 143, *Accounting for Asset Retirement Obligations* (“FAS 143”). FAS 143 requires the recognition of the fair value of a legally enforceable liability representing an asset retirement obligation in the period in which it is incurred. A corresponding amount is capitalized as part of the asset’s carrying amount. The asset retirement obligation is recorded at the acquisition date of a long-lived tangible asset if the fair value can be reasonably estimated. The Corporation incurs reclamation obligations as part of its aggregates mining process. The cumulative effect of adopting FAS 143 was a charge of $6.9 million, or $0.14 per diluted share, which is net of a $4.5 million income tax benefit.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

2. Inventories

	March 31, 2004	December 31, 2003
	(Dollars in Thousands)	
Finished products	$196,534	$183,479
Product in process and raw materials	15,400	12,535
Supplies and expendable parts	24,537	23,819
	236,471	219,833
Less allowances	(6,808)	(5,990)
Total	$229,663	$213,843

3. Goodwill

The following shows changes in goodwill from December 31, 2003 to March 31, 2004 (dollars in thousands):

Balance at December 31, 2003	$577,586
Acquisitions	4,384
Amounts allocated to divestitures	(1,718)
Balance at March 31, 2004	$580,252

4. Long-Term Debt

	March 31, 2004	December 31, 2003
	(Dollars in Thousands)	
6.875% Notes, due 2011	$249,779	$249,773
5.875% Notes, due 2008	214,226	212,251
6.9% Notes, due 2007	124,978	124,976
7% Debentures, due 2025	124,268	124,265
Acquisition notes, interest rates ranging from 3.79% to 9.00%	5,069	5,916
Other notes	1,246	960
	719,566	718,141
Less current maturities	(988)	(1,068)
Total	$718,578	$717,073

The carrying values of the notes due in 2008 include $3,906,000 and $1,437,000 at March 31, 2004 and December 31, 2003, respectively, for the value of interest rate swaps.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

5. Income Taxes

The Corporation's effective income tax rate for continuing operations for the first three months was 34.8% in 2004 and 37.7% in 2003. The Corporation's combined overall effective tax rate for continuing and discontinued operations was 29.7% and 31.9% for the quarters ended March 31, 2004 and 2003, respectively. The Corporation's effective tax rate reflects the effect of state income taxes and the impact of differences in book and tax accounting arising from the net permanent benefits associated with the depletion allowances for mineral reserves, foreign operating earnings and earnings from nonconsolidated investments.

6. Pension and Postretirement Benefits

The net periodic benefit cost for pension and postretirements benefits for the quarter ended March 31 included the following components (dollars in thousands):

	Pension		Postretirement Benefits	
	2004	2003	2004	2003
Service Cost	$ 2,710	$ 2,487	$ 187	$ 187
Interest Cost	3,987	3,957	927	1,105
Expected return on assets	(3,976)	(2,919)	—	—
Amortization of:				
Prior service cost	121	166	(324)	(196)
Actuarial loss	460	448	99	58
Total net periodic benefit cost	$ 3,302	$ 4,139	$ 889	$1,154

The Medicare Prescription Drug, Improvement and Modernization Act of 2003 ("the Act") was enacted on December 8, 2003. The Act provides a voluntary prescription drug benefit under the Social Security Act, with benefits beginning January 1, 2006. The Act also provides for the government to pay a special subsidy to employers who sponsor retiree prescription drug plans, provided certain conditions are met. The Corporation offers prescription drug coverage to its retirees as part of its postretirement benefits. As allowed by Financial Staff Position No. FAS 106-1, the Corporation has elected to defer reflecting any adjustment related to the impact of the Act in its accumulated postretirement benefit obligation.

7. Contingencies

In the opinion of management and counsel, it is unlikely that the outcome of litigation and other proceedings, including those pertaining to environmental matters, relating to the Corporation and its subsidiaries, will have a material adverse effect on the results of the Corporation's operations or its financial position.

CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Continued)

8. Stock-Based Compensation

The Corporation has stock-based compensation plans for employees and directors which are accounted for under the intrinsic value method prescribed by APB Opinion 25, *Accounting for Stock Issued to Employees*, and related Interpretations. The following table illustrates the effect on net loss and loss per share if the Corporation had applied the fair value recognition provisions of Statement of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation* (dollars in thousands, except per share amounts):

	Three Months Ended March 31,	
	2004	2003
Net loss, as reported	$(6,545)	$(20,892)
Add: Stock-based compensation expense included in reported net loss, net of related tax effects	309	297
Deduct: Stock-based compensation expense determined under fair value for all awards, net of related tax effects	(1,302)	(1,185)
Pro forma net loss	$(7,538)	$(21,780)
Loss per share:		
Basic-as reported	$ (0.14)	$ (0.43)
Basic-pro forma	$ (0.16)	$ (0.45)
Diluted-as reported	$ (0.14)	$ (0.43)
Diluted-pro forma	$ (0.16)	$ (0.45)

9. Accounting Changes

In January 2003, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 46, *Consolidation of Variable Interest Entities* ("FIN 46"). FIN 46 requires a new approach in determining if a reporting entity consolidates certain legal entities referred to as variable interest entities ("VIEs"), including joint ventures, limited liability corporations and equity investments. A VIE is an entity that has insufficient resources to finance the entity's activities without receiving additional financial support from the other parties and in which the investor does not have a controlling interest. Under FIN 46, consolidation of a VIE is required by the investor that absorbs a majority of the entity's expected losses or receives a majority of the entity's residual returns, or both. FIN 46 was effective as of March 31, 2004 for the Corporation. The adoption of FIN 46 did not have a material to the Corporation's financial position or results of operations.

9. Accounting Changes (Continued)

In March 2004, the FASB issued an Exposure Draft, *Share-Based Payment, an Amendment of FASB Statements No. 123 and 95*. The proposed Statement would require all forms of share-based payments to employees, including employee stock options, to be recognized as compensation expense. The expense of the awards would generally be measured at fair value at the grant date. The proposed Statement would be effective January 1, 2005 for the Corporation.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND

RESULTS OF OPERATIONS
First Quarter Ended March 31, 2004 and 2003

OVERVIEW Martin Marietta Materials, Inc. (the "Corporation"), operates in two principal business segments: aggregates products and specialty products. The Corporation's net sales and earnings are predominately derived from its aggregates segment, which processes and sells granite, limestone, and other aggregates products from a network of 351 quarries, distribution facilities and plants in 28 states in the southeastern, southwestern, midwestern and central regions of the United States and in the Bahamas and Canada. The division's products are used primarily by commercial customers principally in domestic construction of highways and other infrastructure projects and for commercial and residential buildings. The specialty products segment produces magnesia-based chemicals products used in industrial, agricultural and environmental applications; dolomitic lime sold primarily to customers in the steel industry and structural composite products used in a wide variety of industries.

CRITICAL ACCOUNTING POLICIES The Corporation outlined its critical accounting policies in its Annual Report on Form 10-K for the year ended December 31, 2003, filed with the Securities and Exchange Commission on March 15, 2004.

RESULTS OF OPERATIONS Consolidated net sales for the quarter were \$307.8 million compared to 2003 first quarter net sales of \$273.8 million. Consolidated loss from operations for the quarter was \$0.5 million as compared to \$8.8 million in the first quarter 2003. Interest expense increased 2% to \$10.3 million for the first quarter 2004. Consolidated loss from continuing operations before the cumulative effect of a change in accounting principle for the quarter was \$6.6 million, or \$0.14 per diluted share, in 2004 compared to \$12.0 million, or \$0.25 per diluted share, in the first quarter 2003.

The Corporation had an after-tax gain on discontinued operations of \$0.1 million in the first quarter of 2004 compared to an after-tax loss of \$2.1 million in the first quarter of 2003.

During the first quarter 2003, the Corporation recorded a \$6.9 million, or \$0.14 per diluted share, net charge as the cumulative effect of an accounting change related to the adoption of Statement of Financial Accounting Standards No. 143, *Accounting for Asset Retirement Obligations*. The consolidated net loss for the first quarter was \$6.5 million, or \$0.14 per diluted share, in 2004 as compared to \$20.9 million, or \$0.43 per diluted share, in 2003.

Except as indicated, the following comparative analysis in the Results of Operations section of this Management's Discussion and Analysis of Financial Condition and Results of Operations is based on results from continuing operations.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS
First Quarter Ended March 31, 2004 and 2003
(Continued)

The following tables present net sales, gross profit, selling, general and administrative expenses, other operating (income) and expenses, net, and earnings (loss) from operations data for the Corporation and each of its segments for the three months ended March 31, 2004 and 2003. In each case, the data is stated as a percentage of net sales, of the Corporation or the relevant division, as the case may be.

Earnings (loss) from operations include research and development expense. This expense for the Corporation was $0.2 million and $0.1 million for the quarters ended March 31, 2004 and 2003, respectively.

	Three Months Ended March 31			
	2004		2003	
	Amount	% of Net Sales	Amount	% of Net Sales
	(Dollars in Thousands)			
Net sales:				
Aggregates	$281,328	100.0	$253,911	100.0
Specialty Products	26,438	100.0	19,891	100.0
Total	$307,766	100.0	$273,802	100.0
Gross profit:				
Aggregates	$ 28,351	10.1	$ 19,830	7.8
Specialty Products	4,211	15.9	1,212	6.1
Total	$ 32,562	10.6	$ 21,042	7.7
Selling, general & administrative expenses:				
Aggregates	$ 29,203	10.4	$ 28,856	11.4
Specialty Products	2,518	9.5	2,149	10.8
Total	$ 31,721	10.3	$ 31,005	11.3
Other operating (income) and expenses, net:				
Aggregates	$ 867	0.3	$ (1,312)	(0.5)
Specialty Products	359	1.4	70	(0.4)
Total	$ 1,226	0.4	$ (1,242)	(0.5)
Loss (Earnings) from operations:				
Aggregates	$ (2,067)	(0.7)	$ (7,784)	(3.1)
Specialty Products	1,528	5.8	(995)	(5.0)
Total	$ (539)	(0.2)	$ (8,779)	(3.2)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
First Quarter Ended March 31, 2004 and 2003
(Continued)

Net sales for the Aggregates division were $281.3 million for the first quarter 2004 compared to $253.9 million for the first quarter 2003. The increase resulted from more favorable operating conditions as compared to the poor weather conditions experienced in the first quarter of 2003. Additionally, highway and residential demand increased, which resulted in strong shipments across the Southeast, particularly North Carolina, South Carolina and Georgia, and in the Midwest. Overall, heritage aggregates shipments increased 10.1 percent and average sales price at heritage aggregates operations increased 2.6 percent, both over the prior year quarter. In addition to increased shipments, cost of sales was positively affected by an 8 percent increase in production at heritage aggregates locations. This was partially offset by higher losses incurred in the road paving business. Gross margin for the division was 10.1 percent in 2004 compared with 7.8 percent in the year-earlier period.

The following tables present volume and pricing data and shipments data for heritage operations, acquisitions and discontinued operations:

	Three Months Ended March 31, 2004	
Volume/Pricing Variance (1)	**Volume**	**Pricing**
Heritage Aggregates Operations (2)	10.1%	2.6%
Aggregates division (3)	8.3%	2.2%

	Three Months Ended March 31	
	2004	**2003**
Shipments (tons in thousands)		
Heritage Aggregates Operations (2)	36,857	33,485
Acquisitions	—	—
Divestitures(4)	23	580
Aggregates Division (3)	36,880	34,065

(1) Volume/pricing variances reflect the percentage increase/(decrease) from the comparable period in the prior year.

(2) Heritage aggregates operations exclude acquisitions that have not been included in prior-year operations for a full year.

(3) Aggregates division includes all acquisitions from the date of acquisition and divested operations through the dates of divestiture.

(4) Divestitures include the tons related to divested operations up to the dates of divestiture.

During the quarter ended March 31, 2004, the Corporation recorded expenses of $2.3 million for a change in estimate primarily related to disputed charges in its Louisiana road paving business. These expenses increased the net loss for the quarter by $0.03 per diluted share. During the quarter ended March 31, 2003, the Corporation decreased its accrual for incurred but not reported claims related to its self-insurance health benefits provided to its employees. The change in estimate was based on the Corporation's recent claims experience and increased net income for the quarter by $1.1 million, or $0.02 per diluted share.

During the quarter ended March 31, 2004, the Corporation incurred receivable losses of $0.7 million, which is included in other operating income and expenses, net. During the quarter ended March 31, 2003, the Corporation wrote off bad debts against its allowance for doubtful accounts and had a gain on receivables of $0.1 million.

Selling, general and administrative expenses as a percentage of net sales for the Aggregates division decreased slightly for the quarter as compared to 2003. In addition to reduced overhead resulting from the management restructuring of the Aggregates business, pension costs decreased in 2004, principally as a result of the $32 million contribution to the pension plan made during the quarter. The Aggregates division's loss from operations was $2.1 million in the first quarter of 2004 as compared to $7.8 million in the first quarter of 2003.

The Aggregates division's business is significantly affected by seasonal changes and other weather-related conditions. Consequently, the Aggregates division's production and shipment levels coincide with general construction activity levels, most of which occur in the division's markets typically during the spring, summer, and fall seasons. Further because of the potentially significant impact of weather on the Corporation's operations, first quarter results are not indicative of expected performance for the year.

Specialty Products' first quarter net sales of $26.4 million increased 32.9% when compared to net sales of $19.9 million in the year-earlier period. The increase reflects strong lime sales to the steel industry and increased chemicals sales to a variety of end users. Earnings from operations for the first quarter were $1.5 million for 2004 as compared to a loss from operations of $1.0 million in 2003. Specialty Products results include a $1.7 million pretax loss in the Structural Composites business for the quarter ended March 31, 2004 as the Corporation continues to bring the new production facility on line.

Other nonoperating income and expenses, net, for the quarter ended March 31, was $0.6 million in income in 2004 compared with an expense of $0.3 million in 2003. In addition to other offsetting amounts, other nonoperating income and expenses, net, is comprised generally of interest income, net equity earnings from nonconsolidated investments and eliminations of minority interests for consolidated non-wholly owned subsidiaries.

LIQUIDITY AND CAPITAL RESOURCES Net cash used for operating activities during the three months ended March 31, 2004 was $16.6 million compared with $19.6 million provided by operating activities in the comparable period of 2003. Operating cash flow is generally from earnings, before deducting depreciation, depletion and amortization, offset by working capital requirements. In the quarter ended March 31, 2004, the Corporation made a voluntary $32 million contribution to its pension plan, which reduced operating cash flow. Depreciation, depletion and amortization was as follows (amounts in millions):

	Three Months Ended March 31	
	2004	**2003**
Depreciation	$30.9	$31.1
Depletion	1.2	0.7
Amortization	1.5	1.6
	$33.6	$33.4

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
First Quarter Ended March 31, 2004 and 2003
(Continued)

The seasonal nature of the construction aggregates business impacts quarterly operating cash flow when compared with the year. Full year 2003 net cash provided by operating activities was $277.2 million, compared with $19.6 million provided by operations in the first quarter of 2003.

First quarter capital expenditures, exclusive of acquisitions, were $29.8 million in 2004 and $28.0 million in 2003. Comparable full-year capital expenditures were $120.6 million in 2003.

In 2004, the Corporation continued its common stock repurchase plan and, for the quarter ended March 31, 2004, repurchased 521,600 shares at an aggregate cost of $25.0 million.

The Corporation continues to rely upon internally generated funds and access to capital markets, including its revolving credit agreement and a cash management facility, to meet its liquidity requirements, finance its operations and fund its capital requirements.

Based on prior performance and current expectations, the Corporation's management believes that cash flows from internally generated funds and its access to capital markets are expected to continue to be sufficient to provide the capital resources necessary to fund the operating needs of its existing businesses, cover debt service requirements, and allow for payment of dividends in 2004.

The Corporation may be required to obtain additional levels of financing in order to fund certain strategic acquisitions, if any such opportunities arise. Currently, the Corporation's senior unsecured debt is rated "A-" by Standard & Poor's and "A3" by Moody's. The Corporation's commercial paper obligations are rated "A-2" by Standard & Poor's and "P-2" by Moody's. In July 2001, Standard and Poor's revised its outlook for the Corporation to negative from stable while reaffirming its ratings. While management believes its credit ratings will remain at an investment-grade level, no assurance can be given that these ratings will remain at the above-mentioned levels.

Contractual Obligations

In 2004, the Corporation entered into new equipment operating leases with aggregate future commitments of $6.9 million. The Corporation intends to continue entering into operating leases, primarily for mobile equipment, in its ordinary course of business. The Corporation also enters into equipment rentals on a regular basis to meet shorter term, nonrecurring and intermittent needs.

ACCOUNTING CHANGES The accounting changes that currently impact the Corporation are included in Note 9 to the Consolidated Financial Statements.

OUTLOOK 2004 The outlook for the Aggregates business for the remainder of 2004 is somewhat more positive than previous guidance. While uncertainty will exist until a federal highway bill is finalized and state construction spending priorities are set, management believes that the successor bill will be larger than the current program. Residential construction spending is expected to be essentially flat. Commercial construction spending, while beginning to recover in some areas in the United States, is not expected to improve significantly until later this year or, more likely, 2005. Management expects aggregates shipments volume to increase 2.5 percent to 4 percent and aggregates pricing to increase 2 percent to 3 percent. Management currently expects net earnings per diluted share for 2004 to range from $2.37 to $2.62. Second quarter 2004 earnings per diluted share are expected to range from $0.85 to $0.97. The volatility of energy prices, state construction spending priorities and the degree of commercial construction recovery are the significant factors that will affect the Corporation's performance within the earnings range.

The Corporation outlined the risks associated with its aggregates operations in its Annual Report on Form 10-K for the year ended December 31, 2003, filed with the Securities and Exchange Commission on March 15, 2004. Management continues to evaluate its exposure to all operating risks on an ongoing basis. However, due to current general economic conditions, adverse exposure to certain operating risks is heightened, including the ability of state and local governments to fund construction and maintenance. Current levels of commercial construction activity may be more negatively affected if economic conditions deteriorate. Also, levels of residential construction spending are particularly sensitive to changes in interest rates. A significant increase in rates could affect the level of residential construction spending.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 2004

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS
First Quarter Ended March 31, 2004 and 2003
(Continued)

OTHER MATTERS If you are interested in Martin Marietta Materials, Inc. stock, management recommends that, at a minimum, you read the Corporation's current annual report and 10-K, 10-Q and 8-K reports to the SEC over the past year. The Corporation's recent proxy statement for the annual meeting of shareholders also contains important information. These and other materials that have been filed with the SEC are accessible through the Corporation's Web site at www.martinmarietta.com and are also available at the SEC's Web site at www.sec.gov. You may also write or call the Corporation's Corporate Secretary, who will provide copies of such reports.

Investors are cautioned that all statements in this Quarterly Report that relate to the future involve risks and uncertainties, and are based on assumptions that the Corporation believes in good faith are reasonable but which may be materially different from actual results. Forward-looking statements give the investor our expectations or forecasts of future events. You can identify these statements by the fact that they do not relate only to historical or current facts. They may use words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," and other words of similar meaning in connection with future events or future operating or financial performance. Any or all of our forward-looking statements here and in other publications may turn out to be wrong.

Factors that the Corporation currently believes could cause actual results to differ materially from the forward-looking statements in this Quarterly Report on Form 10-Q include, but are not limited to, business and economic conditions and trends in the markets the Corporation serves; the level and timing of federal and state transportation funding; levels of construction spending in the markets the Corporation serves; unfavorable weather conditions; ability to recognize increased sales and quantifiable savings from internal expansion projects; ability to successfully integrate acquisitions quickly and in a cost-effective manner and achieve anticipated profitability; fuel costs; transportation costs; competition from new or existing competitors; successful development and implementation of the structural composite technological process and strategic products for specific market segments; unanticipated costs or other adverse effects associated with structural composite revenue levels, products pricing, and cost associated with manufacturing ramp-up; the financial strength of the structural composite customers and suppliers; business and economic conditions and trends in the trucking and composites industries in various geographic regions; possible disruption in commercial activities related to terrorist activity and armed conflict, such as reduced end-user purchases relative to expectations; and other risk factors listed from time to time found in the Corporation's filings with the Securities and Exchange Commission. Other factors besides those listed here may also adversely affect the Corporation, and may be material to the Corporation. The Corporation assumes no obligation to update any such forward-looking statements.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS
First Quarter Ended March 31, 2004 and 2003
(Continued)

INVESTOR ACCESS TO COMPANY FILINGS Shareholders may obtain, without charge, a copy of Martin Marietta Materials' Annual Report on Form 10-K, as filed with the Securities and Exchange Commission for the fiscal year ended December 31, 2003, by writing to:

Martin Marietta Materials, Inc.
Attn: Corporate Secretary
2710 Wycliff Road
Raleigh, North Carolina 27607-3033

Additionally, Martin Marietta Materials' Annual Report, press releases and filings with the Securities and Exchange Commission, including Forms 10-K, 10-Q, 8-K and 11-K, can generally be accessed via the Corporation's Web site. Filings with the Securities and Exchange Commission accessed via the Web site are available through a link with the Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") system. Accordingly, access to such filings is available upon EDGAR placing the related document in its database. Investor relations contact information is as follows:

Telephone: (919) 783-4658
Email: investors@martinmarietta.com
Web site address: www.martinmarietta.com

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Corporation's operations are highly dependent upon the interest rate-sensitive construction and steelmaking industries. Consequently, these marketplaces could experience lower levels of economic activity in an environment of rising interest rates or escalating costs. Aside from these inherent risks from within its operations, the Corporation's earnings are affected also by changes in short-term interest rates, as a result of its temporary cash investments, including money market funds and overnight investments in Eurodollars; interest rate swaps; any outstanding commercial paper obligations; and defined benefit pension plans.

Interest Rate Swaps. In August 2003, the Corporation entered into interest rate swap agreements (the "Swaps") for interest related to $100 million of the $200 million Notes due in 2008 to increase the percentage of its long-term debt that bears interest at a variable rate. The Swaps are fair value hedges designed to hedge against changes in the fair value of the Notes due to changes in LIBOR, the designated benchmark interest rate. The terms of the Swaps include the Corporation receiving a fixed annual interest rate of 5.875% and paying a variable annual interest rate based on six-month LIBOR plus 1.50%.

The Corporation is required to record the fair value of the Swaps and the change in the fair value of the related Notes in its consolidated balance sheet. In accordance with Statement of Financial Accounting Standards No. 133, *Accounting for Derivative Instruments and Hedging Activities*, no gain or loss is recorded for the changes in the fair value of the Swaps or the debt. At March 31, 2004, the fair value of the Swaps is $3.9 million.

As a result of the Swaps, the Corporation has increased interest rate risk associated with changes in the LIBOR rate. The hypothetical change in interest rates of 1% would change annual interest expense by $1 million and also change the fair value of the debt covered by the Swaps by approximately $5 million.

Commercial Paper Obligations. The Corporation has a $275 million commercial paper program in which borrowings bear interest at a variable rate based on LIBOR. At March 31, 2004, there were no outstanding commercial paper borrowings. Due to commercial paper borrowings bearing interest at a variable rate, the Corporation has interest rate risk when such debt is outstanding.

Pension Expense. The Corporation sponsors noncontributory defined benefit pension plans which cover substantially all employees. Therefore, the Corporation's results of operations are affected by its pension expense. Assumptions that affect this expense include the discount rate and the expected long-term rate of return on assets. The selection of the discount rate is based on the yields on high quality, fixed income investments. The selection of the expected long-term rate of return on assets is based on general market conditions and related returns on a portfolio of investments. Therefore, the Corporation has interest rate risk associated with these factors. The impact of hypothetical changes in these assumptions on the Corporation's annual pension expense is discussed in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2003, filed with the Securities and Exchange Commission on March 15, 2004.

Aggregate Interest Rate Risk. The pension expense for 2004 is calculated based on assumptions selected at December 31, 2003. Therefore, interest rate risk in 2004 is limited to the potential effect related to the interest rate swaps and outstanding commercial paper. Assuming no commercial paper is outstanding, which is consistent with the March 31, 2004 balance, the aggregate effect of a hypothetical 1% increase in interest rates would increase interest expense and decrease pretax earnings by $1 million.

Item 4. CONTROLS AND PROCEDURES

As of March 31, 2004, an evaluation was performed under the supervision and with the participation of the Corporation's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and the operation of the Corporation's disclosure controls and procedures. Based on that evaluation, the Corporation's management, including the Chief Executive Officer and Chief Financial Officer, concluded that the Corporation's disclosure controls and procedures were effective as of March 31, 2004. There have been no significant changes in the Corporation's internal controls or in other factors that could significantly affect the internal controls subsequent to March 31, 2004.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 2004

PART II-OTHER INFORMATION

Item 1. Legal Proceedings.

Reference is made to *Part I. Item 3. Legal Proceedings* of the Martin Marietta Materials, Inc. Annual Report on Form 10-K for the year ended December 31, 2003.

Item 2. Changes in Securities, Use of Proceeds and Issuer Purchases of Equity Securities.

CHANGES IN SECURITIES

Effective May 4, 2004, the Corporation amended (the "Amendment") the Rights Agreement dated as of October 21, 1996 (the "Rights Agreement") by and between the Corporation and Wachovia Bank, National Association (as successor to First Union National Bank of North Carolina), as Rights Agent, to delete the term "Continuing Director" in its entirety from the Rights Agreement and, consistent therewith, and remove from the Rights Agreement all reference to decision-making by the "Continuing Directors." As a result of the Amendment, all decision-making is vested in the Board of Directors.

The foregoing description of Amendment No. 1 to the Rights Agreement is qualified in its entirety by reference to Amendment No. 1 to the Rights Agreement, attached hereto and filed herewith as Exhibit 10.01.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs
January 1, 2004 – January 31, 2004	307,600	$48.79	307,600	5,327,800
February 1, 2004 – February 29, 2004	175,100	$46.36	175,100	5,152,700
March 1, 2004 – March 31, 2004	38,900	$48.64	38,900	5,113,800
Total	521,600	$47.97	521,600	5,113,800

The Corporation's initial stock repurchase program, which authorized the repurchase of 2.5 million shares of common stock, was announced in a press release dated May 6, 1994, and has been updated as appropriate. The program does not have an expiration date.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 2004

PART II-OTHER INFORMATION
(Continued)

Item 4. Submission of Matters to Vote of Security Holders.

No matters were submitted to a vote of security holders during the first quarter of 2004.

Item 5. Other Information.

On January 28, 2004, the Corporation announced that it will release its financial results for the fourth quarter and full year ended December 31, 2003 on February 4, 2004.

On January 30, 2004, the Corporation announced that the Board of Directors had declared a regular quarterly cash dividend of $0.18 per share of the Corporation's common stock. The dividend, which represents a cash dividend of $0.72 per share on an annualized basis, was payable March 31, 2004, to shareholders of record at the close of business on March 1, 2004.

On February 4, 2004, the Corporation reported its financial results for the fourth quarter and full year ended December 31, 2003.

On May 4, 2004, the Corporation reported financial results for the first quarter ended March 31, 2004.

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 2004

PART II-OTHER INFORMATION
(Continued)

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

Exhibit No.	Document
10.01	Amendment No. 1 to the Rights Agreement
11.01	Martin Marietta Materials, Inc. and Consolidated Subsidiaries Computation of Earnings per Share for the Quarter ended March 31, 2004 and 2003
31.01	Exhibit – Regulation FD Disclosure – Written Statement dated May 6, 2004 of Chief Executive Officer pursuant to Securities and Exchange Act of 1934 rule 13a-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.02	Exhibit – Regulation FD Disclosure – Written Statement dated May 6, 2004 of Chief Financial Officer pursuant to Securities and Exchange Act of 1934 rule 13a-14 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.01	Additional Exhibit – Regulation FD Disclosure – Written Statement dated May 6, 2004 of Chief Executive Officer required by 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.02	Additional Exhibit – Regulation FD Disclosure – Written Statement dated May 6, 2004 of Chief Financial Officer required by 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K

During the quarter ended March 31, 2004, the Corporation filed the following current reports on Form 8-K:

Date of Report	Description
February 4, 2004	The Corporation issued a press release reporting its financial results for the fourth quarter and full year ended December 31, 2003.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MARTIN MARIETTA MATERIALS, INC.
(Registrant)

Date: May 6, 2004

By: /s/ JANICE K. HENRY
Janice K. Henry
Senior Vice President and Chief
Financial Officer

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MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES
FORM 10-Q
For the quarter ended March 31, 2004

EXHIBIT INDEX

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AMENDMENT NO. 1 TO THE RIGHTS AGREEMENT

This Amendment No. 1 to the Rights Agreement, dated as of May 3, 2004, is made by and between Martin Marietta Materials, Inc., a North Carolina corporation (the "Company"), and Wachovia Bank, N.A. (as successor to First Union National Bank of North Carolina), a North Carolina corporation (the "Rights Agent"), and amends the Rights Agreement, dated as of October 21, 1996, between the Company and the Rights Agent (the "Rights Agreement").

RECITALS

WHEREAS, the Board of Directors of the Company has determined that an Amendment to the Rights Agreement as set forth herein is necessary and desirable, and the Company and the Rights Agent desire to evidence such amendment in writing; and

WHEREAS, pursuant to Section 27 of the Rights Agreement, this Amendment may be entered into by the Company and the Rights Agent without the approval of any holder of the Rights or of the Common Stock.

NOW, THEREFORE, the Company and the Rights Agent agree as follows:

1. Amendment to Definition of "Beneficial Owner". The last sentence of the definition of "Beneficial Owner" in Section 1(f) of the Rights Agreement is hereby amended and restated in its entirety as follows.

> "Notwithstanding anything in this definition of Beneficial Owner to the contrary, a Person who is a director or officer of the Company or who is an Affiliate or Associate of a director or officer of the Company (each, an "Excluded Person") shall not be deemed to "beneficially own" shares of Common Stock held by another Excluded Person solely by reason of any agreement, arrangement or understanding, written or otherwise, entered into in opposition to a transaction that, at the time such agreement, arrangement or understanding was entered into, has not been approved or recommended by the Board of Directors to the stockholders of the Company."

2. Deletion of Definition of "Continuing Director". The definition of "Continuing Director" in Section 1(l) of the Rights Agreement is hereby deleted from the Rights Agreement.

3. Amendment to Section 3(a). The second sentence of Section 3(a) of the Rights Agreement is hereby amended and restated in its entirety as follows:

> "The Board of Directors of the Company may defer the date set forth in either clause (i) or (ii) of the preceding sentence to a specified later date or to an unspecified later date, each to be determined by action of a majority of the Board of Directors of the Company."

4. Amendment to Section 4(b)(iii)(B). Section 4(b)(iii)(B) of the Rights Agreement is hereby amended by replacing "Continuing Directors" with "Board of Directors".

5. Amendment to Section 7(e)(iii)(B). Section 7(e)(iii)(B) of the Rights Agreement is hereby amended by replacing "Continuing Directors" with "Board of Directors".

6. Amendment to Section 11(a)(iii). The first sentence of Section 11(a)(iii) of the Rights Agreement, is hereby amended and restated in its entirety as follows:

> "In the event that the number of shares of Common Stock which are authorized by the Company's articles of incorporation but not outstanding or reserved for issuance for purposes other than upon exercise of the Rights are not sufficient to permit the exercise in full of the Rights in accordance with the foregoing subparagraph (ii) of this Section 11(a), the Company, acting by resolution of a majority of the Board of Directors, shall (A) determine the value of the Adjustment Shares issuable upon the exercise of a Right (the "Current Value"), and (B) with respect to each Right (subject to Section 7(e) hereof), make adequate provision to substitute for the Adjustment Shares, upon the exercise of a Right and payment of the applicable Purchase Price, (1) cash, (2) a reduction in the Purchase Price, (3) Common Stock or other equity securities of the Company (including, without limitation, shares, or units of shares, of preferred stock, such as the Preferred Stock, which the Board has deemed to have essentially the same value or economic rights as shares of Common Stock (such shares of preferred stock being referred to as "Common Stock Equivalents")), (4) debt securities of the Company, (5) other assets, or (6) any combination of the foregoing, having an aggregate value equal to the Current Value (less the amount of any reduction in the Purchase Price), where such aggregate value has been determined by the Board based upon the advice of a nationally recognized investment banking firm selected by the Board; provided, however, that if the Company shall not have made adequate provision to deliver value pursuant to clause (B) above within thirty (30) days following the later of (x) the first occurrence of a Section 11(a)(ii) Event and (y) the date on which the Company's right of redemption pursuant to Section 23(a) expires (the later of (x) and (y) being referred to herein as the "Section 11(a)(ii) Trigger Date"), then the Company shall be obligated to deliver, upon the surrender for exercise of a Right and without requiring payment of the Purchase Price, shares of Common Stock (to the extent available) and then, if necessary, cash, which shares and/or cash have an aggregate value equal to the Spread."

7. Amendment to Section 23(a). The first sentence of Section 23(a) of the Rights Agreement is hereby amended and restated in its entirety as follows:

> "The Company may, by a resolution adopted by a majority of the Board of Directors, at its option, at any time prior to the earlier of (i) the close of business on the tenth day following the Stock Acquisition Date (or, if the Stock Acquisition Date shall have occurred prior to the Record Date, the close of business on the tenth day following the Record Date), or (ii) the Final Expiration Date, redeem all but not less than all of the then outstanding Rights at a redemption price of $.01 per Right, as such amount may be appropriately adjusted to reflect any stock split, stock dividend or similar transaction

occurring after the date hereof (such redemption price being hereinafter referred to as the "Redemption Price")."

8. Amendments to Section 27. The first and second sentences of Section 27 of the Rights Agreement are hereby amended and restated in their entirety as follows:

> "Prior to the Distribution Date and subject to the penultimate sentence of this Section 27, the Company may by resolution of a majority of the Board of Directors and the Rights Agent shall, if the Company so directs, supplement or amend any provision of this Agreement without the approval of any holders of certificates representing shares of Common Stock. From and after the Distribution Date and subject to the penultimate sentence of this Section 27, the Company may by resolution of a majority of the Board of Directors and the Rights Agent shall, if the Company so directs, supplement or amend this Agreement without the approval of any holders of Rights Certificates in order (i) to cure any ambiguity, (ii) to correct or supplement any provision contained herein which may be defective or inconsistent with any other provisions herein, (iii) to shorten or lengthen any time period hereunder, or (iv) to change or supplement the provisions hereunder in any manner which the Company may deem necessary or desirable and which, in the case of this clause (iv), shall not adversely affect the interests of the holders of Rights Certificates (other than an Acquiring Person or an Affiliate or Associate of an Acquiring Person); provided, however, that this Agreement may not be supplemented or amended to lengthen, pursuant to clause (iii) of this sentence, (A) a time period relating to when the Rights may be redeemed at such time as the Rights are not then redeemable, or (B) any other time period unless such lengthening is for the purpose of protecting, enhancing or clarifying the rights of, and/or the benefits to, the holders of Rights."

9. Amendments to Section 29. Section 29 of the Rights Agreement is hereby amended and restated in its entirety as follows:

> "For all purposes of this Agreement, any calculation of the number of shares of Common Stock outstanding at any particular time, including for purposes of determining the particular percentage of such outstanding shares of Common Stock of which any Person is the Beneficial Owner, shall be made in accordance with the last sentence of Rule 13d-3(d)(1)(i) of the General Rules and Regulations under the Exchange Act. The Board of Directors of the Company shall have the exclusive power and authority to administer this Agreement and to exercise all rights and powers specifically granted to the Board or to the Company, or as may be necessary or advisable in the administration of this Agreement, including, without limitation, the right and power to (i) interpret the provisions of this Agreement, and (ii) make all determinations deemed necessary or advisable for the administration of this Agreement (including a determination to redeem or not redeem the Rights or to amend the Agreement). All such actions, calculations, interpretations and determinations (including, for purposes of clause (y) below, all omissions with respect to the foregoing) which are done or made by the Board of Directors in good faith, shall (x) be final, conclusive and binding on the Company, the Rights Agent, the holders of the Rights and all other parties, and (y) not subject the Board of Directors to any liability to the holders of the Rights."

10. Amendments to Section 31. Section 31 of the Rights Agreement is hereby amended and restated in its entirety as follows:

> "If any term, provision, covenant or restriction of this Agreement is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Agreement shall remain in full force and effect and shall in no way be affected, impaired or invalidated; provided, however, that notwithstanding anything in this Agreement to the contrary, if any such term, provision, covenant or restriction is held by such court or authority to be invalid, void or unenforceable and the Board of Directors of the Company determines in its good faith judgment that severing the invalid language from this Agreement would adversely affect the purpose or effect of this Agreement, the right of redemption set forth in Section 23 hereof shall be reinstated and shall not expire until the close of business on the tenth day following the date of such determination by the Board of Directors."

11. Miscellaneous.

(a) Except as otherwise expressly provided, or unless the context otherwise requires, all capitalized terms used herein have the meanings assigned to them in the Rights Agreement.

(b) Each party hereto waives any requirement under the Rights Agreement that any additional notice be provided to it pertaining to the matters covered by this Agreement.

(c) This Amendment may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same document.

(d) Except as expressly provided herein, the Rights Agreement is not being amended, modified or supplemented in any respect, and it remains in full force and effect.

(e) This Amendment shall be deemed to be a contract made under the laws of the State of North Carolina and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts made and to be performed entirely within such State.

(f) This Amendment shall be deemed effective as of the date first written above, as if executed on such date.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties have caused this Amendment to the Rights Agreement to be duly executed as of the day and year first written above.

MARTIN MARIETTA MATERIALS, INC.

By: /s/ Roselyn R. Bar

Name: Roselyn R. Bar
Title: Vice President, General Counsel and Corporate Secretary

WACHOVIA BANK, N.A. (AS SUCCESSOR TO FIRST UNION NATIONAL BANK OF NORTH CAROLINA)

By: /s/ Patrick J. Edwards

Name: Patrick J. Edwards
Title: Vice President

EXHIBIT 11.01

MARTIN MARIETTA MATERIALS, INC. AND CONSOLIDATED SUBSIDIARIES

COMPUTATION OF EARNINGS PER SHARE

For the Three Months Ended March 31, 2004 and 2003
(Dollars in Thousands, Except Per Share Data)

	Three Months Ended March 31	
	2004	**2003**
Loss from continuing operations	$ (6,648)	$ (11,959)
Earnings (loss) on discontinued operations	103	(2,059)
Cumulative effect of change in accounting	—	(6,874)
Net loss	$ (6,545)	$ (20,892)
Weighted average number of common shares outstanding:		
Basic and Diluted*	48,332,774	48,890,996
Net loss per common share:		
Basic from continuing operations	$ (0.14)	$ (0.25)
Discontinued operations	—	(0.04)
Cumulative effect of change in accounting	—	(0.14)
	$ (0.14)	$ (0.43)
Diluted from continuing operations	$ (0.14)	$ (0.25)
Discontinued operations	—	(0.04)
Cumulative effect of change in accounting	—	(0.14)
	$ (0.14)	$ (0.43)

* The weighted-average number of shares outstanding is the same for basic and diluted loss per share as the effect of assuming conversion of potential common shares is antidilutive.

EXHIBIT 31.01

CERTIFICATION PURSUANT TO SECURITIES AND EXCHANGE ACT OF 1934 RULE 13a-14 AS ADOPTED PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT OF 2002

I, Stephen P. Zelnak, Jr., Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Martin Marietta Materials, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2004

By: /s/ Stephen P. Zelnak, Jr.
Stephen P. Zelnak, Jr.
Chairman and Chief Executive Officer

EXHIBIT 31.02

CERTIFICATION PURSUANT TO SECURITIES AND EXCHANGE ACT OF 1934 RULE 13a-14 AS ADOPTED PURSUANT TO SECTION 302 OF SARBANES-OXLEY ACT OF 2002

I, Janice K. Henry, Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Martin Marietta Materials, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2004

By: /s/ Janice K. Henry
Janice K. Henry
Chief Financial Officer

EXHIBIT 32.01

Written Statement Pursuant to 18 U.S.C. 1350,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q for the period ended March 31, 2004 (the "Report") of Martin Marietta Materials, Inc. (the "Registrant"), as filed with the Securities and Exchange Commission on the date hereof, I, Stephen P. Zelnak, Jr., the Chief Executive Officer of the Registrant certify, to the best of my knowledge, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Stephen P. Zelnak, Jr.
Stephen P. Zelnak, Jr.
Chief Executive Officer

Dated: May 6, 2004

A signed original of this written statement required by Section 906 has been provided to Martin Marietta Materials, Inc. and will be retained by Martin Marietta Materials, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.02

Written Statement Pursuant to 18 U.S.C. 1350,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report on Form 10-Q for the period ended March 31, 2004 (the “Report”) of Martin Marietta Materials, Inc. (the “Registrant”), as filed with the Securities and Exchange Commission on the date hereof, I, Janice K. Henry, the Chief Financial Officer of the Registrant certify, to the best of my knowledge, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Janice K. Henry
Janice K. Henry
Chief Financial Officer

Dated: May 6, 2004

A signed original of this written statement required by Section 906 has been provided to Martin Marietta Materials, Inc. and will be retained by Martin Marietta Materials, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.