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. Relationship of Reporting Person to Issuer (Check all applicable)
Leonard Bobby F.	Martin Marietta Materials, Inc. (MLM)	
(Last) (First) (Middle)	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)	4. Statement For Month/Year 8/2001
14409 Pettit Way		[X] Director [ ] 10% Owner [ ] Officer (give title below) [ ] Other (Specify below)
(Street)		5. If Amendment, Date of Original (Month/Year)
Potomac MD 20854		7. Individual or Joint/Group Filing (Check applicable line) [X] Form Filed by One Reporting Person [ ] Form Filed by More Than One Reporting Person
(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			

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 |2. Conver- |3. Trans- |4. Trans- |5. Number of | 6. Date Exer- |7. Title and Amount |8. Price | | Security | sion or | action | action | Derivative | cisable and | of Underlying | of | | (Instr. 3) | Exercise | Date | Code | Securities | Expiration | Securities | Deriv- | | | Price of | (Month/| (Instr.| Acquired (A) | Date | (Instr. 3 and 4) | ative | | | Deriv- | Day/ | 8) | or Disposed | (Month/Day/ | | Secur- | | | ative | Year) | | or (D) | Year) | | ity | | | Security | | | (Instr. 3, | | | | (Instr. 5)| | | | | 4, and 5) | ---------- -|---------- -| | | | | | | Date |Expira- | | Amount or| | | | | |----------|-------- --------| Exer- |tion | Title | Number of| | | | | Code| V | (A) | (D) | cisable|Date | | Shares | | |---|---|---|

Derivative | Beneficial |
| Beneficially | Security:
| Ownership | | Owned at
End | Direct (D) | (Instr.
4) | | of Month | or
Indirect (I) | | | (Instr.
4) | (Instr. 4) | | | | |
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Explanation of Responses:
(1) Non-qualified stock
option award granted under
the Martin Marietta
Materials, Inc. Amended
and Restated Stock-Based
Award Plan. Options are
exercisable immediately.
(*) Intentional
misstatements or omissions
of facts constitute
Federal Criminal /s/ Bobby
F. Leonard 9/7/01
Violations. See 18 U.S.C.
1001 and 15 U.S.C.
78ff(a). ---
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Signature of Reporting
Person(*) Date Note. File
three copies of this form,
one of which must be
manually signed. Bobby F.
Leonard Page 2 If space
provided is insufficient,
see Instruction 6 for
procedure. (Print or Type
Responses)