

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported) **August 13, 2002**

MARTIN MARIETTA MATERIALS, INC.

(Exact name of registrant as specified in its charter)

North Carolina

1-12744

56-1848578

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

2710 Wycliff Road, Raleigh, North Carolina 27607 -3033

(Address of principal executive offices)

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

Not Applicable

(Former name or former address, if changed since last report)

Item 7. Financial Statements and Exhibits

(c) Exhibits

99.1 Statement Under Oath dated August 13, 2002 of Principal Executive Officer

99.2 Statement Under Oath dated August 13, 2002 of Principal Financial Officer

Item 9. Regulation FD Disclosure

On August 13, 2002, Stephen P. Zelnak, Jr., Chairman and Chief Executive Officer, and Janice K. Henry, Senior Vice President and Chief Financial Officer, of Martin Marietta Materials, Inc., each signed the sworn statements required by Securities and Exchange Commission Order No. 4-460. The two statements are furnished as Exhibit 99.1 and 99.2 to this report and are incorporated by reference herein.

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 of the undersigned hereunto duly authorized.

MARTIN MARIETTA MATERIALS, INC. (Registrant)

Date: August 14, 2002

By: /s/ Roselyn R. Bar

Roselyn R. Bar, Vice President,
General Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Statement under oath of principal executive officer regarding facts and circumstances relating to Exchange Act filings dated August 13, 2002
99.2	Statement under oath of principal financial officer regarding facts and circumstances relating to Exchange Act filings dated August 13, 2002

Exhibit 99.1

**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND
PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND
CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

I, Stephen P. Zelnak, Jr., Chief Executive Officer, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Martin Marietta Materials, Inc. and, except as corrected or supplemented in a subsequent covered report:
- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Audit Committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
- The 2001 Annual Report on Form 10-K of Martin Marietta Materials, Inc. filed with the Commission on March 27, 2002;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Martin Marietta Materials, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.

Signature: /s/ Stephen P. Zelnak, Jr.

Subscribed and sworn to before me
this 13th day of August, 2002

Name: Stephen P. Zelnak, Jr.
Chairman and Chief Executive Officer

Date: August 13, 2002

/s/ Notary Public

Notary Public
My Commission Expires: July 11, 2007

Exhibit 99.2

**STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND
PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND
CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

I, Janice K. Henry, Chief Financial Officer, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Martin Marietta Materials, Inc. and, except as corrected or supplemented in a subsequent covered report:
- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Audit Committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
- The 2001 Annual Report on Form 10-K of Martin Marietta Materials, Inc. filed with the Commission on March 27, 2002;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Martin Marietta Materials, Inc. filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.

Signature: /s/ Janice K. Henry

Subscribed and sworn to before me
this 13th day of August, 2002

Name: Janice K. Henry
Senior Vice President and Chief Financial Officer

Date: August 13, 2002

/s/ Notary Public

Notary Public
My Commission Expires: July 11, 2007