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 Zelnak, Jr. Ste	of Reporting Person(3 ephen P.			Name and Ticke Marietta Mate				6. Relationshi Issuer (Che	p of Reporting eck all applica	
(Last) (Firs	st) (Middle	´	Number	ntification of Reporting if an Entity ary)	j Mo	4. Statement For Month/Year 11/2001		[X] Director [] 10% Owner		
(Street) Raleigh NC 27607 (City) (State) (Zip)		 				 5. If Amendment, Date of Original (Month/Year) 		7. Individual or Joint/Group Filing		
	TABLE I NON-DEF	I RIVATIVE	SECURI	TIES ACQUIRED,	DISPOSI	ED OF, (DR BENE	FICIALLY OWNED		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/ Year)		sac- Code tr. 8)	4. Securities or Dispose (Instr. 3,	ed of (D) 5) 	cu ci En	ount of Se- rities Benefi- ally Owned at d of Month nstr. 3 and 4) 	ship Form: Direct	7. Nature of In- direct Benefi- cial Owner- ship (Instr.
Common Stock	11/14/2001	 M	ļ	15,667.00	 A	24.25	 	 	D	
Common Stock	11/14/2001	 F	 	2,521.00		44.93	 	 	D	
Common Stock	11/14/2001 	S 	 	13,146.00	D	44.93 	 2 	4,024.00 	D	
		- 	 	 	- 	 	 	 		
	 	 	j I	 	 	j I	 	j ا		

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FORM 4
 (CONTINUED)
 TABLE II --
  DERIVATIVE
  SECURITIES
  ACQUIRED,
DISPOSED OF,
      0R
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) |
and 4) |
ative | | |
Deriv- |
Day/ | 8) |
of Disposed
 (Month/Day/
| | Secur- |
| ative |
Year) | or
(D) | Year)
| ity | |
| Security |
-----
 |Expira-||
|Expira- | |
| Amount or | |
| | | |-----
-----|
| Exer- | tion
| Title |
Number of | |
| | | | |
| Code | V |
(A) | (D) |
| Cisable | Date
| | Shares |
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'
Employee
Stock Option
24.25
11/14/2001
M
M 15,667 (1) 7/10/ Common
7/10/
Common
15 667 00 1
15,667.00
(right
to buy)
2006 Stock
to buy) 2006 Stock
1
1 1 1 1 1
1
ii
1 1 1 1 1 1
1 1 1 1 1 1

------------------------| 9. Number of | 10. | Ownership | 11. Nature Derivative | Form of | Indirect | | Securities Derivative Beneficial | | Beneficially | Security: Ownership | Ownership | | Owned at End | Direct (D) | (Instr. 4) | | of Month | or Indirect (I) | | | (Instr. 4) | | | | | | | ----|------------|--------| | 0.00 | D | | |----------|------| | | | | | -----| | | 1 | | | - --_____ ---------Explanation of Responses: (1) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated

Stock-Based Award Plan. Options become ${\tt erercisable}$ in three
equal annual
installments
commencing
one year
from the date of grant. (*) Intentional misstatements or omissions of facts constitute Federal Criminal /s/ Stephen P. Zelnak, Jr. 12-6-01 Violations. See 18
U.S.C. 1001
and 15
U.S.C. 78ff(a). --------Signature of Reporting Person(*) Date Stephen P. Zelnak, Jr. Note. File three copies of this form, one of which must be manually signed. Page 2 If space provided is insufficient, see Instruction 6 for procedure. (Print or

Type Responses)