SEC	Form	4
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### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287 Estimated average burden 0.5 hours per response

1. Name and Address of Reporting Person <sup>*</sup> <u>ZELNAK STEPHEN P JR</u>			MA	2. Issuer Name and Ticker or Trading Symbol <u>MARTIN MARIETTA MATERIALS INC</u> [ <u>MLM</u> ]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last) 2710 WYCLIF	(First) FF ROAD2710		3. Date of Earliest Transaction (Month/Day/Year) 08/18/2004						X Officer (give title Other (specify below) Chairman, President and CEO					
(Street)				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line)				
RALEIGH	NC	27607								Form filed by One Reporting Person				
(City)	(State)	(Zip)							Form filed by Moi Person	e than One Repo	orting			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date		2. Transaction Date (Month/Day/Year	Execution Date,		4. Securities Acquired (A Disposed Of (D) (Instr. 3, (Instr.			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(eigh puis, bails, marants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		5. Number Derivativ Securitie Acquired or Dispos of (D) (In 3, 4 and 5	re ss I (A) sed str.	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Employee Stock Option (right to buy) <sup>(1)</sup>	\$42.38	08/17/2004		А		125,000		(1)	08/17/2014	Common Stock	125,000	(1)	125,000	D	

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 exercisable in three equal annual installments commencing one year from the date of grant.

#### **Remarks:**

#### Stephen P. Zelnak, Jr.

\*\* Signature of Reporting Person

08/18/2004

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.