

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this 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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>ZELNAK STEPHEN P JR</u> (Last) (First) (Middle) MARTIN MARIETTA MATERIALS, INC. 2710 WYCLIFF ROAD (Street) RALEIGH NC 27607 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARTIN MARIETTA MATERIALS INC [MLM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chm. and CEO
	3. Date of Earliest Transaction (Month/Day/Year) 08/23/2006	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (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 Following Reported Transaction(s) (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			
Common Stock	08/23/2006		M		20,000	A	\$42.38	166,605	D	
Common Stock	08/23/2006		S		15,855	D	\$82.1112 ⁽¹⁾	150,750	D	
Common Stock	08/23/2006		F		4,145	D	\$82.8	146,605	D	
Common Stock	08/24/2006		M		20,000	A	\$42.38	166,605	D	
Common Stock	08/24/2006		S		15,879	D	\$82.3293 ⁽²⁾	150,726	D	
Common Stock	08/24/2006		F		4,121	D	\$82.35	146,605	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, 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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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) (Instr. 4)	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
Stock Options (Right to buy)	\$42.38	08/23/2006		M			20,000	(3)	08/17/2014	Common Stock	20,000	\$0	105,000	D	
Stock Options (Right to buy)	\$42.38	08/24/2006		M			20,000	(3)	08/17/2014	Common Stock	20,000	\$0	85,000	D	

Explanation of Responses:

- The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were: 1500 at \$82.00; 100 at \$82.01; 200 at \$82.02; 2400 at \$82.05; 1500 at \$82.06; 2200 at \$82.07; 1200 at \$82.08; 100 at \$82.09; 1700 at \$82.10; 700 at \$82.11; 900 at \$82.15; 100 at \$82.18; 600 at \$82.19; 200 at \$82.20; 100 at \$82.21; 200 at \$82.24; 100 at \$82.25; 100 at \$82.27; 100 at \$82.28; 300 at \$82.30; 900 at \$82.31; 500 at \$82.32; 155 at \$82.37.
- The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were: 200 at \$82.00; 1000 at \$82.02; 1100 at \$82.04; 100 at \$82.06; 300 at \$82.15; 100 at \$82.16; 100 at \$82.18; 600 at \$82.19; 1500 at \$82.20; 600 at \$82.21; 100 at \$82.22; 200 at \$82.26; 100 at \$82.27; 200 at \$82.28; 200 at \$82.29; 400 at \$82.30; 100 at \$82.31; 400 at \$82.32; 100 at \$82.33; 200 at \$82.37; 400 at \$82.38; 100 at \$82.39; 600 at \$82.40; 1000 at \$82.43; 100 at \$82.44; 300 at \$82.45; 400 at \$82.47; 800 at \$82.48; 1000 at \$82.49; 2000 at \$82.50; 100 at \$82.51; 300 at \$82.52; 600 at \$82.53; 579 at \$82.54.
- 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.

Stephen P. Zelnak, Jr. 08/24/2006
 ** Signature of Reporting Person 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.