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

	s of Reporting Person			Name and Ticke ietta Materia			ymbol		ip of Reportin Check all appl		
		3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)			4. Statement For   Month/Year   1/2000						
(Street)     Raleigh NC 27607			###-##-####   			5. If Amendment, Date of Original (Month/Year)		[X] Form Filed by One Reporting Person		o Filing	
   (City)	State) (Zip	 )   						[ ] Form Filed by More Than   One Reporting Person			
 	TABLE 1 NON-DE	ERIVATIVE	SECURI	TIES ACQUIRED,	DISPOS	ED OF, (	OR BENE	FICIALLY OWNED			
  1. Title of Securit   (Instr. 3)   	y  2. Transaction   Date   (Month/Day/   Year) 		sac- Code tr. 8)	4. Securities Acquired (A)     or Disposed of (D)           (Instr. 3, 4 and 5)     Amount   (A) or   Price		curities Beneficially Owned at End of Month (Instr. 3 and 4)		ship Form: Direct	7. Nature   of In-   direct   Benefi-   cial   Owner-   ship		
		    -	   	 	(D)	   	   		(Instr. 4) 	(Instr.   4)	
Common Stock	1/19/2000	A	į v	991	Α			5015	D		
Common Stock	   						   	2258	I	by 401(k)  Plan	
	 	 -		    		 	   			   	
		-   -   -		   		     	     		   	   	
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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. Tra	ans-	5. Numbe	er of	6. Date	Exer-	7. Title	and Amount	8. Price
Security	sion or	action	act	tion	Deri	vative	cisal	ble and	j of Un	derlying	of j
(Instr. 3)	Exercise	Date	Cod	de	Secu	rities	Expi	ration	Secur	ities	Deriv-
	Price of	(Month/	ıI)	nstr.	Acqu	ired (A)	Date		(Inst	r. 3 and 4)	ative
	Deriv-	Day/	8)		or D	isposed	(Mon	th/Day/	İ		Secur-
	ative	Year)	ĺ		or (I	)	Year	)	Ì		ity
	Security	ĺ	ĺ		(Ins	tr. 3,	İ		Ì		(Instr. 5)
			l	i 4, and 5) i				j j			
			l		l		Date	Expira-	1	Amount or	
							Exer-	tion	Title	Number of	
			Code	V	(A)	(D)	cisable	Date	1	Shares	
Incentive Stock FY	!	1/19/2000	l A	l V	1695	ļ		12/1/	Common	1695	37.10
1999 (1)	!		!	!	ļ	<u> </u>	2002	2002	Stock	<u> </u>	! !
					!	!	!	!	!		
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9.         	Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10.       	Ownership Form of Derivative Security: Direct (D) or Indirect (Instr. 4)	(I)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)	
   	1695	   	D		   		·     
 		 			 		·   ·
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## Explanation of Responses:

(1) Units awarded under the Martin Marietta Materials, Inc. Incentive Stock Plan. Units will be distributed as shares of common stock after 3 years of additional employment.

			facts constitute Federal Criminal	eral Criminal	/s/ Janice K	2/21/200	
Violations. S	See 18 U.S.C.	1001 and 15 U.	S.C. 78ff(a).				
					Signature of	Reporting Person(*)	Date

Note. File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. (Print or Type Responses)

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