



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 Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|
|  |  |                                      | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |
| Stock Units (1)                            | 1-for-1  | 1/3/2000                             | A                              | V | 50  |     | (1)  | (1)             | Common Stock  | 50                         | 40.50                                      |
|  |  |                                      |                                |   |   |     |  |                 |   |                            |  |
|  |  |                                      |                                |   |   |     |  |                 |   |                            |  |
|  |  |                                      |                                |   |   |     |  |                 |   |                            |  |
|  |  |                                      |                                |   |   |     |  |                 |   |                            |  |

| 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--|
| 1764.09  | D  |  |
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Explanation of Responses:

(1) The stock units were accrued under the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the "Plan") and are to be settled in cash and/or stock on (i) the date the reporting person ceases to be a Non-Employee Director or (ii) the date that is one month and one year following the date the reporting person ceases to be a Non-Employee Director, in accordance with the reporting person's election under the Plan.

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

/s/ James M. Reed  
Signature of Reporting Person(\*)

2/22/00  
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)

James M. Reed  
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