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

1. Name and Add:	 ress c Richa	f Reporting Person(			 Name and Ticke ietta Material			ymbol		ip of Reportin		
   (Last)				3. IRS Identification   Number of Reporting   Person, if an Entity   (Voluntary)			catement onth/Yea		-   [X] Director [ ] 10% Owner   [ ] Officer (give [ ] Other (Specify title below)			
(Street) Sapphire NC 28774   (City) (State) (Zip)		             			5. If Amendment,   Date of Original   (Month/Year)							
		TABLE 1 NON-DE	RIVATIVE	E SECURI	TIES ACQUIRED,	DISPOSE	ED OF, (	OR BENE	FICIALLY OWNED			
1. Title of Secu:	rity	2. Transaction Date (Month/Day/ Year)		nsac- n Code str. 8)	4. Securities   or Dispose     (Instr. 3,	d of (D)	5)	cu ci En (I	ount of Se- rities Benefi- ally Owned at d of Month nstr. 3 and 4)	Form:   Direct	7. Nature   of In-   direct   Benefi-   cial   Owner-   ship   (Instr.   4)	
       	        		       	-    -    -	        		       	       		       	      	

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

. Title of Derivative   Security (Instr. 3)	2. Conver- sion or Exercise Price of Deriv- ative Security	action     Date	act Cod	tion de nstr.	Securities		cisable and Expiration		(Instr. 3 and 4)		of Deriv-
			Code		 		Date   Exer-   cisable	Date		Amount or    Number of    Shares	
Stock Units(1)	1-for-1	1/2/2001   	i		30.00	     	(1)	(1)	Common  Stock	30.00     30.00   	40.760
    	   	i	i								   

## 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).

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)

Richard G. Adamson

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