

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Address of Reporting Person(1)<br>Moe Donald M. |         |          | 2. Issuer Name and Ticker or Trading Symbol<br>Martin Marietta Materials, Inc. (MLM) |  | 6. Relationship of Reporting Person to Issuer (Check all applicable)                                                                                                                  |  |
| (Last)                                                      | (First) | (Middle) | 3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)           |  | 4. Statement For Month/Year                                                                                                                                                           |  |
| 2710 Wycliff Road                                           |         |          | 12/2001                                                                              |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (Specify below) |  |
| (Street)                                                    |         |          | 5. If Amendment, Date of Original (Month/Year)                                       |  | 7. Individual or Joint/Group Filing (Check applicable line)                                                                                                                           |  |
| Raleigh                                                     | NC      | 27607    |                                                                                      |  | <input checked="" type="checkbox"/> Form Filed by One Reporting Person<br><input type="checkbox"/> Form Filed by More Than One Reporting Person                                       |  |
| (City)                                                      | (State) | (Zip)    |                                                                                      |  |                                                                                                                                                                                       |  |

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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)

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[illegible]

December 1,  
2001. \*\*  
Intentional  
misstatements  
or omissions  
of facts  
constitute  
Federal  
Criminal /s/  
Donald M.  
Moe  
1/10/2002  
Violations.  
See 18  
U.S.C. 1001  
and 15  
U.S.C.  
78ff(a). ---  
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Signature of  
Reporting  
Person(1)  
Date Donald  
M. Moe Note.  
File three  
copies of  
this form,  
one of which  
must be  
manually  
signed. Page  
2 If space  
provided is  
insufficient,  
see  
Instruction  
6 for  
procedure.  
(Print or  
Type  
Responses)