FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPRO	IVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* LLOYD ANNE H (Last) (First) (Middle) MARTIN MARIETTA MATERIALS, INC. 2710 WYCLIFF ROAD					2. Issuer Name and Ticker or Trading Symbol MARTIN MARIETTA MATERIALS INC [MLM] 3. Date of Earliest Transaction (Month/Day/Year) 12/01/2006									theck all a Dir V Of	pplicable) ector icer (give title low)	10% (Other below	Owner (specify	
(Street) RALEIGH NC 27607 (City) (State) (Zip)						4. If Amendment, Date of Original Filed (Month/Day/Year)												
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date						Execution Date, if any			Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5)				d Sec Ben Owr	urities eficially ied Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	Amount	mount (A) or (D)		Price	Trar	saction(s)		(11150.4)				
Stock	2006		F	Т	125		D	\$99	.03	17,368	D							
Common Stock 12/01/2							2006			182		D	\$99.03		17,186	D		
	Та													y Owne	d	,		
tive Conversion Date Execution Date, ty or Exercise (Month/Day/Year) if any			Transa Code (nsaction of		vative irities ired r osed)	6. Date Exercisable and Expiration Date (Month/Day/Year)			Amoun		ount		derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(Fin MARIET) (CLIFF RO H NG (St Stock Stock 2. Conversion or Exercise Price of Derivative	(First) (INDICATE OF TABLE OF	(First) (Middle) MARIETTA MATERIALS, INC. CLIFF ROAD H NC 27607 (State) (Zip) Table I - Non Security (Instr. 3) Stock Stock Table II - D (Conversion or Exercise Price of Derivative Interpretation of Execution Interpretation of Execution Interpretation of Execution Interpretation In	(First) (Middle) MARIETTA MATERIALS, INC. CLIFF ROAD Table I - Non-Derivation (Month/D) Stock 12/01/ Table II - Derivati (e.g., pu 2. Transaction Date (Month/Day/Year) Price of Derivative Security 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date if any (Month/Day/Year) (Month/Day/Year)	CLIFF ROAD Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative S (e.g., puts, c (Month/Day/Year) Conversion or Exercise Price of Derivative (Month/Day/Year) Stock A. If MI MI MI A. Mi A. If A. If A. If Table II - Non-Derivative Security (Instr. 3) A. Deemed Execution Date, if any (Month/Day/Year) In Conversion Oate (Month/Day/Year) Stock A. Deemed Execution Date, if any (Month/Day/Year) In Conversion Oate (Mo	MARIETTA MATERIALS, INC. CCLIFF ROAD Table I - Non-Derivative Security (Instr. 3) Stock Stock 12/01/2006 Table II - Derivative Security (e.g., puts, calls. Price of Derivative Security (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (if any (Month/Day/Year)) (Month/Day/Year) (Month/Day/Year)	MARTIN M MLM] (First) (Middle) MARTIN N MLM] 3. Date of Earlies 12/01/2006 4. If Amendment (Month/Day/Year) Table I - Non-Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)) 2. Transaction Date (e.g., puts, calls, warr (Month/Day/Year)) 2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)) 2. Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)) 3. Date of Earlies 12/01/2006 4. If Amendment Execution Date (Month/Day/Year) Execution Date (if any (Month/Day/Year)) 4. Transaction Code (Instr. 8) 5. Numerical Securities (e.g., puts, calls, warr (Month/Day/Year)) 6. One of Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)) 7. One of Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)) 8. One of Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)) 9. One of Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)) 1. One of Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)) 1. One of Derivative Securities (e.g., puts, calls, warr (Month/Day/Year))	MARTIN MARIMLM] (First) (Middle) MARIETTA MATERIALS, INC. (CLIFF ROAD Table I - Non-Derivative Securities Accurring (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquered (e.g., puts, calls, warrants, (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warrants, (Month/Day/Year) Table II - Derivative Securities Acquered (e.g., puts, calls, warrants, (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acquered (e.g., puts, calls, warrants, (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Securities Acquered (A) or Disposed of (D) (Instr. 3, 4 and 5)	MARTIN MARIETTA MLM] (First) (Middle) N MARIETTA MATERIALS, INC. (CLIFF ROAD Table I - Non-Derivative Securities Acquired Security (Instr. 3) Table I - Non-Derivative Securities Acquired (Month/Day/Year) Stock 12/01/2006 F Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option of Exercise Price of Derivative Security (Month/Day/Year) 3. Transaction (Month/Day/Year) (E.g., puts, calls, warrants, option of Exercise Price of Derivative Securities Acquired, Date (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Date	MARTIN MARIETTA MA MLM] (First) (Middle) MARIETTA MATERIALS, INC. (CLIFF ROAD Table I - Non-Derivative Securities Acquired, Disponate (Month/Day/Year) Security (Instr. 3) 2. 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MLM] ML ML ML ML ML ML	MARTIN MARIETTA MATERIALS INC Check all a Dir	MARTIN MARIETTA MATERIALS INC Check all applicable Director Officer (give title below) SVP/CI	MARTIN MARIETTA MATERIALS INC (Check all applicable) Director 10% of Check Director Director 10% of Check Director Director 10% of Check Director Di	

Explanation of Responses:

Anne H. Lloyd

12/04/2006

** 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.

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