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Explanation of
Responses: (1)
Non-qualified
stock option
award granted
under the Martin
Marietta
Materials, Inc.
Amended and
Restated Stock-
Based Award
Plan. Options
become
exercisable in
three equal
annual
installments
commencing one
year from the
date of grant.
(* Intentional
misstatements or
omissions of
facts constitute
Federal Criminal
/s/ Janice K.
Henry 9-10-01
Violations. 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.
Janice K. Henry
Page 2 If space
provided is
insufficient,
see Instruction
6 for procedure.
(Print or Type
Responses)