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

	of Reporting Person(1) phen P.		2. Issuer Name and Ticker or Trading Symbol Martin Marietta Materials, Inc. (MLM)				ymbol	6. Relationship of Reporting Person to Issuer (Check all applicable)			
(Last) (First) (Middle) 2710 Wycliff Road			3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)			tatemen onth/Yea	ar 9	[X] Officer (give [] Other (Specify			
(Stree	# # 	###-##-### ###-##-### 			5. If Amendment, Date of Original (Month/Year)						
i	27607 	- 									
	TABLE 1 NON-DERI	VATIVE	SECURIT	TIES ACQUIRED,	DISPOSI	ED OF,	OR BENE	FICIALLY OWNED			
1. Title of Security (Instr. 3)	Date				4 and	d of (D) cu		ount of Se- rities Benefi- ally Owned at d of Month nstr. 3 and 4)	ship Form: Direct	ship	
Common Stock	12/1/1999 	M I	į	8293	A	20.50			D		
		F	 	2874	D	 37.00 		9189	D		

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. Conver- sion or Exercise Price of Deriv- ative Security	action Date (Month/ Day/ Year)	Code Securities (Instr. Acquired (A) 8) or Disposed		cisable and Expiration Date (Month/Day/ Year)		Securities (Instr. 3 and 4)		of Deriv-	
 	 		Code V	 (A)	 (D)	Date Exer- cisable	Expira- tion Date	 Title 	Amount or	1
Incentive Stock FY 96	i 	i	 	 		 	 		i	20.50
	 		i			! 			i	

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

1. Units were awarded in January 1997 under the Martin Materials, Inc. Incentive Stock Plan. Units vested as of December 1, 1999.

* 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)

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