



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. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|
|  |  |                                      | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |
| Employee Stock Option (right to buy) (1)   | 45.9375  | 8/17/2000                            | A                              | V | 10,000  |     | (1)  | 8/17/2010       | Common Stock  | 10,000.00                  |  |
|  |  |                                      |                                |   |   |     |  |                 |   |                            |  |
|  |  |                                      |                                |   |   |     |  |                 |   |                            |  |
|  |  |                                      |                                |   |   |     |  |                 |   |                            |  |
|  |  |                                      |                                |   |   |     |  |                 |   |                            |  |

| 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--|
| 10,000.00  | D  |  |
|  |  |  |
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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 Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
 /s/ Donald J. Easterlin, III  
 Signature of Reporting Person(\*)  
 9/12/00  
 Date  
 Donald J. Easterlin, III  
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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)