

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WATTERSON DAVID S</u>	2. Date of Event Requiring Statement (Month/Day/Year) 11/13/2003	3. Issuer Name and Ticker or Trading Symbol <u>MARTIN MARIETTA MATERIALS INC [MLM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>VP and Chief Info. Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(Last) (First) (Middle)			
(Street)			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,248	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (right to buy)	08/19/2000 ⁽¹⁾	08/19/2009 ⁽¹⁾	Common Stock	2,000	48	D	
Employee Stock Option (right to buy)	08/17/2001 ⁽¹⁾	08/17/2010 ⁽¹⁾	Common Stock	3,000	45.94	D	
Employee Stock Option (right to buy)	08/16/2002 ⁽¹⁾	08/16/2011 ⁽¹⁾	Common Stock	3,500	43.58	D	
Employee Stock Option (right to buy)	08/15/2003 ⁽¹⁾	08/15/2012 ⁽¹⁾	Common Stock	7,500	36.55	D	
Employee Stock Option (right to buy)	08/19/2004 ⁽¹⁾	08/19/2013 ⁽¹⁾	Common Stock	5,000	38.32	D	

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.

David S. Watterson11/20/2003

** 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.