

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person(1) Easterlin, III Donald J.			2. Issuer Name and Ticker or Trading Symbol Martin Marietta Materials, Inc. (MLM)		6. Relationship of Reporting Person to Issuer (Check all applicable)	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary) ###-##-####	4. Statement For Month/Year 4/2000	[] Director [] 10% Owner [X] Officer (give [] Other (Specify title below)	
2710 Wycliff Road (Street)					5. If Amendment, Date of Original (Month/Year)	Vice President- Business Development
Raleigh	NC	27607				7. Individual or Joint/Group Filing (Check applicable line) [X] Form Filed by One Reporting Person [] Form Filed by More Than One Reporting Person
(City)	(State)	(Zip)				

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Interest: Direct Beneficial Ownership (Instr. 4)
		Code	V	Amount	(A) or (D)	Price			
Common Stock	4/25/2000	S		2,128.00	D	53.00	2,211.00	D	
Common Stock							527(1)	I	By 401(k) plan

(1) Shares held in the Martin Marietta Materials, Inc. 401(k) plan, based on plan statement dated as of April 30, 2000.

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).

