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

OMB APPROVAL

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| | of Reporting Person(nald J. | | | Name and Tick Marietta Mate | | | | 6. Relationshi | ip of Reporting Check all appl | |
|---|---------------------------------|-----------|---|--------------------------------|-------------------------------------|--|----------------|--|---|--|
| (Last) (First) (Middle) 2710 Wycliff Road | | i i | 3. IRS Identification Number of Reporting Person, if an Entity (Voluntary) | | į M | 4. Statement For Month/Year 4/2000 | | i I | (give [] 10% (give [] Othe title below) nt- Business De | er (Specify below) |
| (Street) | | | ###-##-#### | | j Da | 5. If Amendment, Date of Original (Month/Year) | | [X] Form Filed by One | | |
| | tate) (Zip) | | | | | | | Reporting Person [] Form Filed by More Than One Reporting Person | | |
| | TABLE 1 NON-DE | RIVATIVE | SECURI | TIES ACQUIRED | , DISPOS | ED OF, | OR BENE | FICIALLY OWNED | | |
| (Instr. 3) | | tion | tion Code or Dispose (Instr. 8) (Instr. 3, | | ed of (D , 4 and (A) or | d of (D) | | rities Benefi- ally Owned at d of Month nstr. 3 and 4) | ship Form: Direct (D) or Indirect (I) | 7. Nature of In- direct Benefi- cial Owner- ship |
| | - | | | | (D) | | | | (Instr. 4) | (Instr. 4) |
| Common Stock | 4/25/2000 | s | | 2,128.00 | D | 53.00 | | 2,211.00 | D | |
| Common Stock | - | | | | | | | 527(1) | I I | By 401(k) plan |
| | - | | | | | | | | | |
| | - | | | | | | | | | |
| | - | | | | | | | | | |
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(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).

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

| Title of Derivative 2. Conver- 3. Trans- 4. Trans- 5. Number of 6. Date Exer- 7. Title and Amount 8. Price Security Sion or action action Derivative Cisable and of Underlying of | | | | | | | |
|--|--------------|-----------|----------|-----------|------------|-----------|------------|
| (Instr. 3) | | | | | | | |
| Price of (Month/ (Instr. Acquired (A) Date (Instr. 3 and 4) ative | | | | | | | |
| Deriv- Day/ 8) or Disposed (Month/Day/ Secur- ative Year) of (D) Year) ity ity Security (Instr. 3, (Instr. 5) 4, and 5) Security Date Expira- Amount or Security Exer- Lion Title Number of Security Security One of the content of th | (111361 1 0) | | | | | | |
| Security (Instr. 3, (Instr. 5) | j | Deriv- Da | ay/ 8) | | | j ` ` | |
| | 1 | | ear) | | Year) | I | |
| | !!! | Security | ļ | | | | (Instr. 5) |
| Exer- tion Title Number of | | | ļ | 4, and 5) | Data | Amount or | |
| | i : | | | . | | | |
| | j | i | Code V | (A) (D) | | • | i i |
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| 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) |
|----------------------------|---|--|--|
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Explanation of Responses:

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid CMB Number.

| /s/ Donald J. Easterlin, III | 5-8-00 |
|---|--------|
| **Signature of Reporting Person Donald J. Easterlin, III | Date |

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^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78(IIa).