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

1. Name and Address Moe Dona		2. Issuer Name and Ticker or Trading Symbol Martin Marietta Materials, Inc. (MLM)				6. Relationship of Reporting Person to Issuer (Check all applicable)				
 (Last)			3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)		M	 1/2000		[] Director [] 10% Owner [] Officer (give [] Other (Specify title below) below) below)		
 (Stre	eet)		###-##-###					7. Individual or Joint/Group Filing		
Raleigh NC	27607	 	 		Date of Origina. (Month/Year) 			[X] Form Filed by One Reporting Person		
(City) (Si	cate) (Zip)	 	 				[] 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,		ci En		ount of Se- rities Benefi- ally Owned at d of Month nstr. 3 and 4)	ship Form: Direct	7. Nature of In- direct Benefi- cial Owner- ship	
] 	 	 		(D)	i I	I I		(Instr. 4)	(Instr. 4)
 Common Stock 	1/19/2000	 A 		 861 		 		2717	 D 	
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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		cisable and Expiration		Securities		of Deriv-	
 	 		 Code V	 (A)	(D)	Exer- cisable	tion Date	Title	Amount or Number of Shares	
Incentive Stock FY	 	1/19/2000	A V	472 	 	12/1/	12/1/	Common Stock	472 	37.10
 	 	 	i			İ	i I	İ		

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

(1) Units awarded under the Martin Marietta Materials, Inc. Incentive Stock Plan. Units will be distributed as shares of common stock after 3 years of additional employment.

(*)	Intentional	misstatements	or omissions of facts constitute Federal Criminal	/s/
	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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