FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

gton, D.C. 20549	OMB APPROVAL

OMB Number: 3235-0287
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Check this 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* SIPLING PHILIP J					<u>M</u>	2. Issuer Name and Ticker or Trading Symbol MARTIN MARIETTA MATERIALS INC [MLM]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
	`	irst) TA MATERIAL)AD	3. 1	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2006								X Officer (give title below) Other (specify below) Exec. VP				pecify			
(Street) RALEIGH NC 27607					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)							Line	Individual or Joint/Group Filing (Check Applicable le) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(S	tate)	(Zip)	D		- 0-						f D-							
Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transactic Date (Month/Day/			ction	on 2A. Deemed Execution Date,			3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 an			5. Amou Securiti Benefic Owned	int of es ially Following	Form	: Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
Common Stock 02/28/2					/2006	06		М		15,000	A	\$36.55	69,037			D			
Common Stock 02/28/2				/2006)06		S		11,939	D	\$97.344	57,098			D				
Common Stock 02/28/20				/2006)06		F		3,061	D	\$98.48	54	54,037		D				
			Table II								posed of, convertil			Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Dee Execution if any (Month/I		4. Transa Code (8)		5. Number of		6. Date Expirati (Month/	on Da		7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficial Owned Following Reported Transactie (Instr. 4)	Own Forn Dire or In (I) (II	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						v	(A)	(D)	Date Exercisa	sable	Expiration Date	Title	Amount or Number of Shares						
Stock Options (Right to	\$36.55	02/28/2006			M			15,000	(2)		08/15/2012	Common Stock	15,000	\$0	0		D		

Explanation of Responses:

- 1. The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were: 290 at \$96.99; 100 at \$96.98; 200 at \$96.95; 7400 at \$96.90; 200 at \$96.89.
- 2. 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.

Philip J. Sipling

03/01/2006

** 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 4 (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.