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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 Addr Menaker, Jr.	ress (of Reporting Person(H.			Name and Ticke			/mbol	6. Relationsh: Issuer (0	ip of Reportin Check all appl	
(Last) (First) (Middle) 		i i	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)		j Mo	4. Statement For Month/Year 1/2000		[[X] Director [] 10% Owner [] Officer (give [] Other (Specify title below) below)			
(Street) 		 	###-##-### 		5. If Amendment, Date of Original (Month/Year) 		7. Individual or Joint/Group Fili (Check applicable line) [X] Form Filed by One Reporting Person [] Form Filed by More Than				
(City)	(Sta	ate) (Zip)	į					One Reporting Person			
TABLE 1 NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED											
1. Title of Security 2. Transaction 3 (Instr. 3) Date (Month/Day/ Year)		tion	tion Code or I (Instr. 8)		` ´ c E		cu cia En	nount of Se- 6. Owner- irities Benefi- ship ially Owned at Form: ind of Month Direct Instr. 3 and 4) (D) or		7. Nature of In- direct Benefi- cial	
			Code 	V 	Amount 	(A) or (D)	Price 			(I) (Instr. 4)	ship

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	Code		Derivative Securities		6. Date Exer- cisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Deriv- ative Secur- ity (Instr. 5)
	Security 	 	 Code 	 V 		nd 5)		Expira- tion Date 	 Title 	 Amount or Number of Shares	(Ilisti . 5)
Stock Units (1) 	1-for-1 	1/3/2000 	A 	V 	50 	 	(1) 	(1) 	Common Stock 	50 	40.50

9. 	Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (Instr. 4)	(1)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)		
 	2730.82		D					

Explanation of Responses:

(1) The stock units were accrued under the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the "Plan") and are to be settled in cash and/or stock on (i) the date the reporting person ceases to be a Non-Employee Director or (ii) the date that is one month and one year following the date the reporting person ceases to be a Non-Employee Director, in accordance with the reporting person's election under the Plan.

(*) 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 provided is insufficient, see Instruction 6 for procedure.

(Print or Type Responses)

Frank H. Menaker, Jr.

Page 2