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

					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)			4. Statement For Month/Year 8/1999		[ ] Director [ ] 10% Owner   [X] Officer (give [ ] Other (Specify   title below)   below)				
2710 Wycliff 	Road						 			Senior Vice 	President	 	
(Street)					###-##-#### 			5. If Amendment,   Date of Original   (Month/Year)		  7. Individual or Joint/Group Filing    (Check applicable line)     [X] Form Filed by One			
  Raleigh 	Raleigh NC 27607								Reporti	nan			
(City) 	(St	ate)	(Zip)	 					One Reporting Person				
		TABLE 1 -	- NON-DER	VATIVE	SECURI <sup>*</sup>	ΓΙΕS ACQUIRED,	DISPOSI	ED OF, (	OR BENEI	ICIALLY OWNED		   	
1. Title of S   (Instr. 3)             		ity  2. Transaction   Date   (Month/Day/   Year) 	į		sac- Code tr. 8)	4. Securities   or Dispose         (Instr. 3,	, , , , , , , , , , , , , , , , , , ,		cui   cia   End	ount of Se-   rities Benefi-  ally Owned at   d of Month   nstr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect	7. Nature     of In-     direct     Benefi-    cial     Owner-	
				Code	V   	Amount     Amount   	(A) or (D)	Price     	       	    	(I) (Instr. 4)	ship	
   		   	-   -		   	    		   	   	i 	   	    	
   		   	-     -		   	   		   	   	    	   	     	
   		   	-		   	     		   	   	   	   	     	
   		   	i  - 		   	    		   	   	i    	 	    	

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) 	curity   sion or   action		action     Code		Securities		cisable and Expiration		7. Title and Amount     of Underlying     Securities   (Instr. 3 and 4)   		of Deriv-	
	     	     	     Code	   V		   (D)	Date Exer- cisable	Expira-   tion   Date	     Title 	Amount or   Number of   Shares		
Employee Stock Option  (right to buy)(1)	   48.00 	  8/19/1999 	     A 	     V 	     7500 	   	   (1) 	    8/19/2009 	Common  Stock 	   7500 	   	 

Deri Secu Bene Owne of N	ber of	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (Instr. 4)	(I)   	11.	Nature of Indirect Beneficial Ownership (Instr. 4)	
750	· 90		D	 			
   	-						
   	·   						
		<del></del> -					!
 	· 			 			!

## Explanation of Responses:

- 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.
- (\*) Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Robert R. Winchester 9/8/99

\*Signature of Reporting Person Date

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)

Page 2