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 of Shephard Danie		2. Issuer Name and Ticker or Trading Symbol   Martin Marietta Materials, Inc. (MLM)					6. Relationship of Reporting Person to    Issuer (Check all applicable)			
(Last) (First) (Middle)   2710 Wycliff Road			3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)			tatement onth/Yea				
(Street) Raleigh NC 27607		         	 			5. If Amendment,   Date of Original   (Month/Year)		7. Individual or Joint/Group Filing    (Check applicable line)   [X] Form Filed by One   Reporting Person   [] Form Filed by More Than		
(City) (Sta	ate) (Zip)	İ						One Rep	orting Person	
	TABLE 1 NON-DEF	RIVATIVE	SECURI	TIES ACQUIRED,	DISPOSI	ED OF, (	OR BENE	: FICIALLY OWNED		j ا
(Instr. 3)   Date			on Code   or Disposed of (D) `   cu nstr. 8)     ci     En   (Instr. 3, 4 and 5)   (I			ount of Se- rities Benefi- ally Owned at   d of Month nstr. 3 and 4)	Form: Direct	7. Nature   of In-     direct     Benefi-     cial     Owner-     ship     (Instr.		
Common Stock   12/1/2000		M		280.00	A	29.00			D	 
Common Stock	12/1/2000	F		96.00	D	39.85	   		D	 
Common Stock	   12/1/2000   	G   	V   	184.00   	D   	     	     	416.00   	I(1)	by minor    children   
	   	     	   	   	   	     	     	      		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) 	2. Conver- sion or Exercise Price of Deriv- ative Security	action Date	action Code		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)	           
	   		     Code	V		(D)	Date Exer- cisable	Expira-  tion  Date	   Title 	Amount or   Number of   Shares	 	
Incentive Stock FY 1997	29.00   	   12/1/2000   	M		     	280.00   	     	(2)   	  Common  Stock 	   280.00   	29.00   	   

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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)	
		0.00	D	·     ·	   	
			   !	   	    	

## Explanation of Responses:

- (1) Securities owned by reporting person's minor children, each owning an approximately equal amount.
  (2) Units were awarded in January 1995 under the Martin Marietta Materials, Inc. Incentive Stock Plan.
  Units vested as of December 1, 2000.
- (\*) Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Daniel G. Shephard 1-10-01 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)

Daniel G. Shephard

Page 2