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				Name and Ticke Letta Material			ymbol		p of Reporting Check all appl	
(Last) (Fir 2710 Wycliff Road	st) (Middle)	3.	Number o	ntification of Reporting if an Entity ary)	i	tatementonth/Yea	ar	ĺ	(give [] Other title below)	er (Specify below)
(Stre	27607	 			l Dat	Amendmete of O	riginal	[X] Form Fi Reporti [] Form Fi	licable line) lled by One lng Person lled by More T	 han
(City)	ate) (Zip) TABLE 1 NON-DEF	 	E SECURI		DISPOSI	 ED OF, (OR BENE	i 	oorting Person	
1. Title of Security (Instr. 3)	2. Transaction		nsac- n Code str. 8)	(Instr. 3,	ed of (D)	5) 	cu ci En (I:	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 (Instr. 4)
 Common Stock	12/1/2000	М	- 	7,759.00	A	29.00		 	D	
Common Stock	12/1/2000	F		2,669.00	D	 39.85 	1	16,471.00	D	

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

	Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deriv- ative Security	3. Trans- action Date (Month/ Day/ Year)	act Cod (Ir	cion de	Deri Secu Acqu or D or (vative rities ired (A) isposed D) tr. 3,	Date (Mor Year	able and ration e nth/Day/	of Un	and Amount derlying ities r. 3 and 4)	of Deriv-
Incentive Stock FY 1997 29.00 12/1/2000 M 7,759.00 (1)	 					 (A)	 (D)	Date Exer- cisable	Expira- tion e Date	 Title	Amount or Number of Shares	
	Incentive Stock FY 1997	29.00	12/1/2000	M		i I	7,759.00	i I	(1)	Common		
	 	 	 	 	 	 		 	 - -	 - 	 	

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) 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).

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)

Stephen P. Zelnak, Jr.

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