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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

### FORM 4

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(h) of the Investment Company Act of 1940

0	Check this box if no longer
	subject to Section 16.
	Form 4 or Form 5
	obligations may continue.
	See Instruction 1(b).

l <b>.</b>	Name and Address of Reporting Person* (Last, First, Middle) Reed, James M.	2.	Issuer Name and Ticker or Trading Symbol Martin Marietta Materials, Inc. (MLM)	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
	34908 North Indian Camp Trail	4.	Statement for Month/Day/Year 9/2002	- 5.	If Amendment, Date of Original (Month/Day/Year)
	(Street)	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)
	Scottsdale AZ 85262		☑ Director 0 10% Owner		
	(City) (State) (Zip)		Officer (give title below) Other (specify below)	_	O Form filed by More than One Reporting Person

<sup>\*</sup> If the form is filed by more than one reporting person, see instruction 4(b)(v).

				Tal	ole I — Non-Deri	ivat	ive Sec	uritie	es Ac	quir	red, Dispos	sed o	f, or l	Ben	eficially Owned				
1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	2a.	Deemed Execution Date, if any. (Month/Day/Year)	3.	Transact (Instr. 8)		ode	4.	Securities A or Disposed (Instr. 3, 4 ar	of (D		5.	Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
							Code	v			Amount	(A) or (D)	Price						
									Pā	age 2	2								

## Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Security	Date (Month/Day/Year)	Date, if any (Month/Day/Year)	Code (Instr. 8)			Acquired (A) or Dispose (Instr. 3, 4 and 5)	ecurities d of (D)
			Code	v		(A)	(D)
1-for-1	5/23/2002		A	V		1,454.00	
1-for-1	8/15/2002		A	V		171.00	
				1-for-1 5/23/2002 A	1-for-1 5/23/2002 A V	1-for-1 5/23/2002 A V	1-for-1 5/23/2002 A V 1,454.00

<b>i.</b>	Date Exercisable and 7. Expiration Date (Month/Day/Year)			ing Securities	8. Price of Derivativ Security (Instr. 5)	e 9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares							
	(1)	(1)	Common Stock	1,454.00	32.344				D		
	(1)	(1)	Common Stock	171.00	29.240		5,365.09		D		
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#### **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 in a lump sum or in installments not to exceed 10 years commencing 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.

/s/ James M. Reed	9-16-02
**Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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