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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	
. Name and Address of Reporting Person* (Last, First, Middle)	2. Issuer Name and Ticker or Trading Symbol3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
McDonald, William E.	Martin Marietta Materials, Inc. (MLM)
2055 Alaqua Lakes Boulevard	4. Statement for Month/Day/Year 5. If Amendment, Date of Original (Month/Day/Year) 9/2002
(Street)	6. Relationship of Reporting Person(s) 7. Individual or Joint/Group Filing to Issuer (Check All Applicable) (Check Applicable Line)
Longwood FL 32779	☑ Director 0 10% Owner ☑ Form filed by One Reporting Person
(City) (State) (Zip)	oOfficer (give title below)oForm filed by More than One Reporting PersonoOther (specify below)

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

1	Table I — Non-Derivative Securities	Acquired, Disposed of, or Bei	neficially Owned	
. Title of Security 2. Transaction Date (Instr. 3) (Month/Day/Year)	2a. Deemed Execution 3. Transaction Code Date, if any. (Instr. 8) (Month/Day/Year) (Instr. 8)	4. Securities Acquired (A) 5. or Disposed of (D) (Instr. 3, 4 and 5)	Amount of Securities Beneficially Owned6.Following Reported Transactions(s) (Instr. 3 and 4)	Ownership Form:7.Nature of IndirectDirect (D) orBeneficialIndirect (I)Ownership (Instr. 4)
	Code V	(A) or Amount (D) Price		

Code V	(A) (D
Stock Units (1) 1-for-1 5/23/2002 A V	1,454.00

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

ecurity Securities Beneficially Owned Derivative Security: Indirect Instr. 5) Following Reported Transaction(s) Direct (D) or Indirect (I) Beneficial (Instr. 4) (Instr. 4) Ownership (Instr. 4) (Instr. 4) (Instr. 4)	Expiration Date (Month/Day/Year)of Underlying Securities (Instr. 3 and 4)Security (Instr. 5)Securities Beneficially Owned Following Reported Transaction(s)Derivative Security: Direct (D) or Indirect (I) (Instr. 4)Indirect Beneficial (Instr. 4)						· · ·	•	
	Date Expiration Number of Exercisable Date Title Shares	Expiration Da	te	of Und	erlying Securities	Security	Securities Beneficially Owned Following Reported Transaction(s)	Derivative Security: Direct (D) or Indirect (Indirect I) Beneficial Ownershij
				Title	Number of				
32.344 4,783.71 D		(1)	(1)			32.344	4,783.71	D	
32.344 4,783.71 D				Comm	on	32.344	4,783.71	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 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.

9-23-02

Date

/s/ William E. McDonald

**Signature of Reporting Person

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

** 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 is insufficient, see Instruction 6 for procedure.

Page 4