

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 |
 2. Conver- |
 | 3. Trans- |
 | 4. Trans- |
 | 5. Number |
 of | 6. Date |
 Exer- | 7.
 Title and
 Amount | 8.
 Price | |
 Security |
 sion or |
 action |
 action |

Derivative |
 cisable and
 | of
 Underlying |
 of | |
 (Instr. 3) |
 Exercise |
 Date | Code
 | Securities
 | Expiration
 | Securities
 | Deriv- | |
 | Price of |
 (Month/|
 (Instr.|

Acquired (A)
 | Date |
 (Instr. 3
 and 4) |
 ative | | |
 Deriv- |
 Day/ | 8) |
 of Disposed
 |
 (Month/Day/
 | | Secur- |
 | | ative |
 Year) | | or
 (D) | Year)
 | | ity | |
 | Security |
 | | (Instr.
 3, | | |
 (Instr. 5)|
 | | | | 4,
 and 5) |-----

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 | | | | |
 | Date
 | Expira- | |
 Amount or | |
 | | | |-----
 -----|-----
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Exer- | tion
 | Title |
 Number of | |
 | | | |
 Code | V |
 (A) | (D) |
 cisable | Date
 | | Shares |
 | |-----

9. Number of
| 10.

Ownership |
11. Nature
of | |

Derivative |
Form of |

Indirect | |

Securities |

Derivative |

Beneficial |

|

Beneficially

| Security:

| Ownership

| | Owned at

End | Direct

(D) |

(Instr. 4) |

| of Month |

or Indirect

(I) | | |

(Instr. 4) |

(Instr. 4) |

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Explanation
of
Responses:
1. Units
were awarded
in January
1999 under
the Martin
Marietta
Materials,
Inc.
Incentive
Stock Plan.
Units vested
as of

December 1,
2001. **
Intentional
misstatements
or omissions
of facts
constitute
Federal
Criminal /s/
Roselyn R.
Bar
1/10/2002
Violations.
See 18
U.S.C. 1001
and 15
U.S.C.
78ff(a). ---

Signature of
Reporting
Person(1)
Date Roselyn
R. Bar Note.
File three
copies of
this form,
one of which
must be
manually
signed. Page
2 If space
provided is
insufficient,
see
Instruction
6 for
procedure.
(Print or
Type
Responses)