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 Ad	ddress Rosely	of Reporting Person	(1)   2.		Name and Ticke Marietta Mate:					ip of Reporting		
(Last) (First) (Middle) 2710 Wycliff Road			=)   3.         	3. IRS Identification   Number of Reporting   Person, if an Entity   (Voluntary)			tatemen onth/Ye		[ ] Director [ ] 10% Owner   [X] Officer (give [ ] Other (Specify   title below)   below)   Vice President, General Counsel &   Secretary			
Raleigh (City)			         	-           -			Date of Original   (Check (Month/Year)   [X]			Individual or Joint/Group Filing (Check applicable line) [X] Form Filed by One Reporting Person [] Form Filed by More Than One Reporting Person		
		TABLE I NON-DI	 ERIVATIV	E SECURI	TIES ACQUIRED	, DISPOSI	ED OF,	I OR BENEF	CIALLY OWNED			
1. Title of Security (Instr. 3)		2. Transaction   Date   (Month/Day/   Year) 		nsac- n Code str. 8)	or Dispose           (Instr. 3,	d of (D)		cur cia End (Ir	ount of Se- cities Benefi- lly Owned at of Month str. 3 and 4)	ship   Form:   Direct	7. Nature of In- direct Benefi- cial Owner- ship (Instr. 4)	
Common Stock		12/3/2001 	М -	i -	543.00	A 	 	 		D	 	
Common Stock		12/3/2001 	F	 -	182.00 	D	42.61 	4,829.00		D	 	
Common Stock		 	 	  -  -      -	     	         	         	         	995.00		By 401(K) plan	
			-     -	-     -	   	   	   			   		

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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
     - 1
(Month/Day/
| | Secur- |
| | ative |
Year) | | or
(D) | Year)
| | ity | |
| Security |
| | (Instr.
3, | | |
(Instr. 5)|
| | | | 4,
and 5) |----
-----
-----
Amount or | |
| | | |----
----|----
----|
Exer- |tion
 | Title |
Number of | |
 | | | | Code| V |
(A) | (D) |
cisable|Date
| | Shares |
 |-----
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--|-------------|----|----|------------ | -------|| Incentive Stock FY1998| 1for-1 | 12/3/2001| M | | | 543.00 | (1) | (1) |Common | 543.00 | | | | | | | | | | | | | Stock | | | |-------------------|------ | ---------------| | | | | | | |-----|----|----|-----|----|----|------i-----------|-----|-|-----------| | | | | --------------------| | | | | | | |----|----| ----------

----- --------------------| 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) | ----|------| | 0.00 | D | | |--------|------| | | | | ---------| | | | ----| | | | | |-------------| | | | | |--------|-----| | | - -------\_\_\_\_\_ ----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. 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)