FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     SIPLING PHILIP J							2. Issuer Name and Ticker or Trading Symbol MARTIN MARIETTA MATERIALS INC [ MLM ]								5. Relationship of Reporting (Check all applicable) Director X Officer (give title			on(s) to Issi 10% Ow Other (s	/ner	
(Last) (First) (Middle) MARTIN MARIETTA MATERIALS, INC. 2710 WYCLIFF ROAD						3. Date of Earliest Transaction (Month/Day/Year) 02/24/2006								Λ	below) Exec. VP					
(Street) RALEIG	H NC 27607 (State) (Zip)				_   4.	4. If Amendment, Date of Original Filed (Month/Day/Year)									Form fi	al or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Ye					tion	2A. Deemed Execution Dat			3. Transaction Code (Instr.		4. Securities Disposed Of	(A) or		5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) or (D)	Price		Reported Transaction(: (Instr. 3 and 4				(Instr. 4)	
Common Stock 02/24/200						16		М		15,000	A	\$36.	.55	69	59,037		D			
Common Stock 02/24/200					2006	06		S		11,950	D	\$97.54	<b>113</b> <sup>(1)</sup>	57	7,087		D			
Common Stock 02/24/200					2006	16		F		3,050	D	\$97.	.85	54,037			D			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)		4. Transaction Code (Instr. 8)		5. Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amour of Securities Underlying Derivative Security (Instr. 3 and 4)		De	Price of erivative ecurity str. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amou or Numb of Share							
Stock Options (Right to	\$36.55	02/24/2006			М			15,000	(2	2)	08/15/2012	Common Stock	n 15,00	00	\$0 15,000			D		

## **Explanation of Responses:**

- 1. The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were: 600 at \$97.31; 1300 at \$97.32; 400 at \$97.33; 1900 at \$97.34; 200 at \$97.36; 550 at \$97.36; 200 at \$97.37; 300 at \$97.38; 300 at \$97.40; 100 at \$97.35; 100 at \$97.55; 100 at \$97.56; 100 at \$97.56; 200 at \$97.60; 300 at \$97.60; 300 at \$97.61; 100 at \$97.62; 500 at \$97.62; 500 at \$97.70; 200 at \$97.72; 400 at \$97.73; 700 at \$97.74; 2300 at \$97.89; 300 at \$97.90.
- 2. Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock-Based Award Plan. Options become exercisable in three equal annual installments commencing one year from the date of grant.

Philip J. Sipling

\*\* Signature of Reporting Person

Date

02/27/2006

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.