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 A Zelnak, Jr.	Address (Stepl		ting Person(: P.			lame and Ticke tta Materials			ymbol	6. Relationsh: Issuer (0	ip of Reportin Check all appl		
(Last)	st) (First) (Middle)) 3. 	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)			tatemen onth/Yea /1999		[X] Director [] 10% Owner [X] Officer (give [] Other (Specify title below) below)			
2710 Wycliff F	Road			ĺ			į				resident & Chi	ef	
(Street)					###-##-###				riginal	Executive Officer 			
Raleigh		NC 	27607				(Month/Year) 			[X] Form Filed by One Reporting Person [] Form Filed by More Than			
(City)	(51)	ate)	(Zip)								orting Person		
		TABLE	1 NON-DE	RIVATIV	/E SECURIT	TIES ACQUIRED,	DISPOSI	ED OF, (OR BENEI	FICIALLY OWNED			
1. Title of S (Instr. 3)	ecurity	ity 2. Transaction Date Month/Day/ Year)		ansac- on Code ostr. 8) 	 Securities or Dispose (Instr. 3, 	`´ ci Er		cu cia End	ount of Se- rities Benefi- ally Owned at d of Month nstr. 3 and 4)	ship Form: Direct (D) or	7. Nature of In- direct Benefi- cial		
			 C 		V I I			Amount	 	Indirect (I) (Instr. 		Owner- ship) (Instr. 4)	
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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 Security (Instr. 3) 	Security sion or action		action Code		Securities		6. Date Exer- cisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4) 		8. Price of	
	 	 	 Code		4, ai (A)	 (D)	Date Exer-	Expira- tion Date	 Title 	Amount or Number of Shares		
Employee Stock Option (right to buy)(1)	 48.00 	 8/19/1999 	 A 	 V 	 75000 	 	 (1) 	 8/19/2009 	Common Stock 	 75000 	 	
]
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9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
75000	D	
- - -		

Explanation of Responses:

(*)	Intentional	misstatements	or	omissions o	f fa	cts	constitute	Federal	Criminal
	Violations.	See 18 U.S.C.	100	91 and 15 U.	S.C.	781	ff(a).		

/s/ Stephen P. Zelnak, Jr. 9/2/99
-----*Signature of Reporting Person Date

Note. File three copies of this form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedure.

(Print or Type Responses)

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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.