FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF	CHANGES IN	<b>BENEFICIAL</b>	<b>OWNERSHIP</b>

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

Check this 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 or Section 30(h) of the Investment Company Act of 1940

(Last) (First) (Middle) MARTIN MARIETTA MATERIALS, INC.MARTIN MA 2710 WYCLIFF ROAD2710 WYCLIFF ROAD  (Street) RALEIGH NC 27607  (Gity) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following) Reported Transaction (Month/Day/Year) (Month/Day/Year)  (Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or Disposed of (D) (Instr. 3, 4 and By Securities Beneficially Owned (A) or Disposed of (D) (Instr. 4) (Month/Day/Year)  (Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or Disposed of (D) (Instr. 4) (Month/Day/Year)  (Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or Disposed of (D) (Instr. 4) (Month/Day/Year)  (Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or Disposed of (D) (Instr. 4) (Month/Day/Year)  (Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (A) or Disposed of (D) (Month/Day/Year)  (Month/Day/Year) (M	ner	2. Issuer Name and Ticker or Trading Symbol  MARTIN MARIETTA MATERIALS INC [  MLM ]  5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner   X Officer (give title below) below)									NG PHILI	SIPLIN													
4. If Amendment, Date of Original Filed (Month/Day/Year)   1. If Amendment, Date of Original Filed (Month/Day/Year)   1. If Amendment, Date of Original Filed (Month/Day/Year)   2. If Amendment, Date of Original Filed (Month/Day/Year)   3. If Amendment, Date of Original Filed (Month/Day/Year)   3. If Amendment, Date of Original Filed by Original Fil								Day/Year)	onth/E	ction (M	Transa					S, INC.M	TA MATERIAL	N MARIET	MARTIN MA						
City   (State)   NC   27607   Form filed by More than One Reporting Person   Form filed by More than One Report   Form f	olicable	Individual or Joint/Group Filing (Check Applicable				r)	ay/Yea	(Month/Da	Filed	Original	Date of	ment	Amen	4. 11	AD	LIFF ROA	OAD2710 WYCI	YCLIFF RO	2710 WY						
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Common Stock   12/08/2003   F   898   D   \$44.61   44,462   D	Ownership	nd Securities Form: Direct of In (D) or Indirect Owned Following (I) (Instr. 4)		posed Of (D) (Instr. 3, 4 and Beneficially Owned Following (I) (Instr. 4)		Disposed		Transa Code (	Date,	cutiony	ar) Ex		Date		tr. 3)	Security (Inst	1. Title of S								
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Security  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Disposed of (D) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	derivative Securities Beneficially Owned Following Reported Transaction(s)	Derivative Security	ecurity	Expiration Date (Month/Day/Year) Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		Amount of Securities Underlying Derivative Secu		saction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		ransaction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Transaction Code (Instr. 8)  8)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4)		Transaction Code (Instr.		Date, Transaction Code (Inst		Execution if any	Date	Conversion or Exercise Price of Derivative	Derivative Security
Code V (A) (D) Date Expiration Date Title Shares					or Number of	OI N of	Title					(A)	v	Code											
Employee Stock Option (right to buy) <sup>(1)</sup> \$22		D	0.00	(1)	9,000			8/02/2004	08	(1)	,000			М			12/10/2003	\$22	Stock Option (right to						

## **Explanation of Responses:**

1. 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.

## Remarks:

Philip J. Sipling

12/10/2003

\*\* Signature of Reporting Person

Date

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.