UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 4
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
() Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue. See Instructions 1(b)
1. Name and Address of Reporting Person
Stephen P. Zelnak, Jr.
2710 Wycliff Road
NC, Raleigh 27607
2. Issuer Name and Ticker or Trading Symbol
Martin Marietta Materials, Inc. (MLM)

- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Year 1/2002
- 5. If Amendment, Date of Original (Month/Year)
- Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Chairman, President & Chief Executive Officer
 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-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	Trans 		Securities Acquor Disposed of		5.Amount of Securities Beneficially Owned at ce End of Month	6.Di ect (D)o Indi ect(or ir	of Indirect ial Ownership
Common Stock	1/18/ 2002		39	A 35.13 	31961 	D 		
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1.Title of Derivative	2.Con- 3.	. 4.	5.Number of De	e 6.Date Exer	7.Title and Amount		e 9 . Number	10. 11.Nature of
	2.Con- 3. version Tr	. 4.	5.Number of De rivative Secu	e 6.Date Exer u cisable and	7.Title and Amount of Underlying	of Deri	i of Deriva	Dir Indirect
1.Title of Derivative	2.Con- 3. version Tr or Exer	. 4.	5.Number of De rivative Secu rities Acqui	e 6.Date Exer u cisable and Expiration	7.Title and Amount of Underlying Securities	of Deri	i of Deriva tive	Dir Indirect ect Beneficial
1.Title of Derivative	2.Con- 3. version Tr or Exer cise	. 4.	5.Number of De rivative Secu rities Acqui red(A) or Dis	e 6.Date Exer u cisable and Expiration s Date(Month/	7.Title and Amount of Underlying Securities	of Deri vative Secu	i of Deriva tive Securities	Dir Indirect ect Beneficial (D) Ownership
1.Title of Derivative	2.Con- 3. version Tr or Exer cise Price of	. 4.	5.Number of De rivative Secu rities Acqui	e 6.Date Exer u cisable and Expiration s Date(Month/ Day/Year)	7.Title and Amount of Underlying Securities 	of Deri	i of Deriva tive Securities Benefi	Dir Indirect ect Beneficial (D) Ownership or
1.Title of Derivative	2.Con- 3. version Tr or Exer cise Price of Deriva-	. 4.	5.Number of De rivative Secu rities Acqui red(A) or Dis posed of(D)	e 6.Date Exer cisable and Expiration S Date(Month/ Day/Year) Date Expir	7.Title and Amount of Underlying Securities 	of Deri vative Secu rity 	of Deriva tive Securities Benefi ficially	Dir Indirect ect Beneficial (D) Ownership or Ind
1.Title of Derivative	2.Con- 3. version Tr or Exer cise Price of	. 4.	5.Number of De rivative Secu rities Acqui red(A) or Dis posed of(D) 	e 6.Date Exer u cisable and Expiration s Date(Month/ Day/Year)	7.Title and Amount of Underlying Securities Title and Number	of Deri vative Secu rity 	i of Deriva tive Securities Benefi	Dir Indirect ect Beneficial (D) Ownership or

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Explanation of Responses:

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