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 Address Shephard Dan		2. Issuer Name and Ticker or Trading Symbol Martin Marietta Materials, Inc. (MLM)				6. Relationship of Reporting Person to Issuer (Check all applicable)			
		3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)		4. Statement For Month/Year 8/2001		[] Director [] 10% Owner [] [] Officer (give [] Other (Specify title below) below) below)			
(Street) Raleigh NC 27607 (City) (State) (Zip)			- 		5. If Amendment, Date of Original (Month/Year)				
 	TABLE 1 NON-DER	 IVATIVE SECUI	RITIES ACQUIRED,	DISPOSED OF,	OR BENE	FICIALLY OWNED			
1. Title of Security (Instr. 3) 	Date	tion Code or Dispose (Instr. 8) (Instr. 3,			cu: ci: En: (I:	rities Benefi- ally Owned at	ship Form: Direct (D) or Indirect (I)	7. Nature of In- direct Benefi- cial Owner- ship	
 		 	 	(D) 	 		(Instr. 4) 	(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 | 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/L
    (Instr.|
 Acquired (A) |
Date | (Instr. 3 and 4) | ative |
 | | Deriv- |
Day/ | 8) | or
   Disposed |
 (Month/Day/ | |
Secur- | | ative | Year) |
| or (D) | Year)
Security | | |
(Instr. 3, | | |
(Instr. 5)| | |
| | | 4, and 5)
-----
   | | |Date
|Exer-|tion|
 Title | Number
(D)
|cisable|Date |
| Shares | | |--
-----
|----|
---|-----|---
----|-----|-
-----
  -| |Employee
 Stock Option |
43.58 | 8/16/2001
| A | V | 7,000
| | (1)
|8/16/2011|Common
 | 7,000 | | |
 (right to buy)
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-----|----------- | ----- | ---- | -----| | | | | | | | | | | | | | | | ---------|-----|----|-------|----|-------|-----|--| | | | | | | | | | | | | |-------|--------|-----|------|----| | | | | | |------|------|------|----| |------|-----|----|----| | | | | | |------|------|------|----| |----· - | ----- | --------_____ _____ 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) | | | | | |--------|-----------| | 7,000 | D -----------| | | | | |-----|-----_____ -|-----

----| | | | |---------------| | | | | |----------|------|-______ ----| | | | | |----| _____ -----_____ --------- Explanation of Responses: (1) Nonqualified 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. (*) Intentional misstatements or omissions of facts constitute Federal Criminal /s/ Daniel G. Shephard 9-5-01 Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). -----_____ ---- Signature of Reporting Person(*) Date Note. File three copies of this form, one of which must be manually signed. Daniel G. Shephard Page 2 If space provided is insufficient, see Instruction 6 for procedure. (Print or Type Responses)