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 of Reporting Person(1)   Easterlin, III Donald J.				Name and Ticke ietta Material		6. Relationship of Reporting Person to    Issuer (Check all applicable)					
(Last) (First) (Middle)   		i :	3. IRS Identification   Number of Reporting   Person, if an Entity   (Voluntary)			tatemen onth/Ye	ar	[ ] Director [ ] 10% Owner			
(Street)   Raleigh NC 27607		       			) Dat	Amendmete of O	riginal	T. Individual or Joint/Group Filing     (Check applicable line)     [X] Form Filed by One     Reporting Person     [] Form Filed by More Than			
(City) (Sta	ate) (Zip)							One Rep	porting Person		
1. Title of Security (Instr. 3)	TABLE 1 NON-DEI	3. Tran   tion	sac- Code tr. 8)	4. Securities   or Dispose         (Instr. 3,	Acquired of (D)	ed (A) )	5. Amd   cu:   ci:   End   (I:		ship Form: Direct	7. Nature     of In-     direct     Benefi-     cial     Owner-     ship     (Instr.     4)	
Common Stock	1/18/2001	—————   A	V	589.00		40.46		   	D	 	
Common Stock	1/18/2001	A	V	1,553.00		   	   	5,032.00	D	 	
Common Stock	    	     	     	      		     	     	702.00   		by 401(k)    Plan   	

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

. Title of Derivative   Security (Instr. 3)	2. Conver- sion or Exercise Price of Deriv- ative Security	action Date Month Day Year)	(Month/  (Instr. Day/   8)		Derivative   Securities		cisable and Expiration		7. Title and Amount   of Underlying   Securities   (Instr. 3 and 4)		of Deriv-
		     Code  V	   V	 	-  Exer-	tion		Amount or     Number of     Shares			
Incentive Stock FY 2000 (1)	     	1/18/2001    -	i i		İ	İ	12/01/  2003	2003	Stock	1,224.00   	32.368
    	     				İ		i			      	
i	1				İ				İ	 	

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)

## Explanation of Responses:

(1) Units awarded under the Martin Marietta Materials, Inc. Incentive Stock Plan. Units will be distributed as shares of common stock after 3 years of additional employment.

(\*) 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 provided is insufficient, see Instruction 6 for procedure.

(Print or Type Responses)

Donald J. Easterlin, III

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