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 Addres		Name and Ticke rietta Material		6. Relationship of Reporting Person to    Issuer (Check all applicable)						
(Last) (F	irst) (Middle		3. IRS Identification		4. Statement For		   [ ] Director			
2710 Wycliff Road	j Persor	Number of Reporting   Person, if an Entity   (Voluntary) 		Month/Year     8/2000        5. If Amendment,		[X] Officer (give [ ] Other (Specify   title below)   below)   Executive Vice President				
(Street)							7. Individual or Joint/Group Filing			
Raleigh M	C 27607			Date of Original   (Month/Year) 		(Check applicable line)   [X] Form Filed by One   Reporting Person   [] Form Filed by More Than				
(City)	State) (Zip)						One Reporting Person			
	TABLE 1 NON-DE	RIVATIVE SECU	RITIES ACQUIRED,	DISPOSED OF	, OR BENE	FICIALLY OWNED		 		
1. Title of Securit (Instr. 3)	y  2. Transaction   Date   (Month/Day/   Year) 	3. Transac-   tion Code   (Instr. 8)   	or Dispose       (Instr. 3,	(Instr. 3, 4 and 5)  Amount   (A) or  Price		rities Benefi-  ship ally Owned at   Form: d of Month   Direct nstr. 3 and 4)  (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     Security     (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	action Date	act	ction   Derivative   ode   Securities   Instr.  Acquired (A)   )   or Disposed		cisal   Expi   Date   (Mon	Date Exer-   7. Title and Amount cisable and   of Underlying Expiration   Securities Date   (Instr. 3 and 4) (Month/Day/   Year)		8. Price of Deriv- ative Secur- ity (Instr. 5)	         		
			Code	   V	., a.       (A)	(D)		Expira-  tion  Date	   Title 	Amount or   Number of   Shares		        -
Employee Stock Option  (right to buy) (1)	45.9375	8/17/2000   	A	V   	30,000   	     	(1)   		Common  Stock 	30,000.00   		      -
		    	   	   	   	   	   	   	   	    	   	 -  
		       	   	     	   	   	   	   	   	   		-     -   
		    	   	   	 	   	   	   	    	    		-     

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
	30,000.00	D	

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.

(\*) 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)

Philip J. Sipling

Page 2