Instruction 1(b)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* Vaio Bruce A							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 V Officer (give title Other (specify					
(Last) 2710 WY	(Last) (First) (Middle) 2710 WYCLIFF ROAD						3. Date of Earliest Transaction (Month/Day/Year) 02/13/2007								X Officer (give title Other (specify below) Executive VP						
(Street) RALEIGH NC 27607 (City) (State) (Zip)					4.	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(3			lon-Deri	vativ	e Se	curit	ties Ac	quired	I, Di	isposed o	f, or Be	neficia	ally	Owned						
1. Title of Security (Instr. 3) 2. Transa Date (Month/D.					Exe) if a	A. Deemed kecution Date, any Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 au			Beneficially Owned Following		es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount	(A) or (D)	Price		Reported Transact (Instr. 3	tion(s)			(Instr. 4)		
Common Stock 02/13/20					2007)07			M		10,000	A	\$42.	\$42.38		33,175		D			
Common Stock 02/13/20)07			F		1,714	D	\$120	\$120.31		31,461		D			
Common	Common Stock 02/13/20				2007)07			S		8,286	D	\$123.	92(1)	23,175		D				
		-	Table II								posed of, converti				wned						
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Dee Execution if any (Month/I			Transaction Code (Instr.				Exerc on Day/\		7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)		Derivati Security		9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amour or Number of Shares	er							
Stock Options (Right to	\$42.38	02/13/2007			M			10,000	(2)		08/17/2014	Common Stock	10,00	0	\$0	5,000)	D			

Explanation of Responses:

buv)

- $1. \ This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were: \\ 300@\$124.19; \\ 200@\$124.17; \\ 500@\$124.16; \\ 825@\$124.15; \\ 200@\$124.13; \\ 200@\$124.19;$ 200 @\$124.04; 800 @\$123.99; 100 @\$123.90; 100 @\$123.91; 300 @\$123.92; 100 @\$123.83; 200 @\$123.82; 700 @\$123.81; 3561 @\$123.79.
- 2. 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.

Bruce A. Vaio

02/14/2007

** 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.