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) Zelnak, Jr. Stephen P.				2. Issuer Name and Ticker or Trading Symbol Martin Marietta Materials, Inc. (MLM)				ymbol	6. Relationship of Reporting Person to Issuer (Check all applicable)		
(Last) (First) (Middle)			j i	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary) 		4. Statement For Month/Year 8/2001			[X] Director [] 10% Owner [X] Officer (give [] Other (Specify title below) below) below) Chairman, President & Chief Executive Officer		
 (Street)				 			5. If Amendment,		7. Individual or Joint/Group Filing		
 Raleigh 	leigh NC 27607		 	 			Date of Original (Month/Year)		Check applicable line) [X] Form Filed by One Reporting Person [] Form Filed by More Than		
(City)	(Stat	ce) (Zip)						One Reporting Person			
 		TABLE 1 NON-DEF	RIVATIVE	SECURI	TIES ACQUIRED,	DISPOS	ED OF, (OR BENE	FICIALLY OWNED		
1. Title of Security 2. Transaction (Instr. 3) Date (Month/Day/ Year)		Date (Month/Day/	tion Code or Dispo (Instr. 8) 		4. Securities or Dispose (Instr. 3,)		cu ci: En	ount of Se- rities Benefi- ally Owned at d of Month nstr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of In- direct Benefi- cial Owner-
 	į Į		Code	V 	Amount 	(A) or (D)	Price 	i ! !		(I) (Instr. 4)	ship
 	-				 		 	 			
	 										-
	 										-
! 	i		! 	i	i		i	i			i I

```
2
          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- |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/|
         (Instr.
Acquired (A) |
Date | (Instr. 3
and 4) | ative |
| Deriv- |
Day/ | 8) | or
Day/ | 8) | or Disposed | (Month/Day/ | | Secur- | | ative | Year) | | or (D) | Year) | | ity | | | Security | | (Instr. 3, | | | (Instr. 5)| | | | | 4, and 5)
 |Exer- |tion |
 |EXET- | tion |
Title | Number
of | | | | |
Code | V | (A) |
(D)
|cisable | Date |
 | Shares | | |--
- | |Employee
  Stock Option |
 43.58 |8/16/2001
  | A | V
|115,000| | (1)
| 115,000 | | (1)

| 8/16/2011|Common

| 115,000 | |

(right to buy)

(1) | | | | |

| | | | Stock | |
```

 -
 -
-
-
 -
<pre>10. Ownership 11. Nature of Derivative </pre>
Form of Indirect Securities Derivative
Beneficial Beneficially Security: Ownership
Owned at End Direct (D) (Instr. 4) of Month or Indirect (I)
Indirect (I)
115,000
υ
1

Explanation of Responses: (1) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and

Amended and
Restated StockBased 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

facts constitute Federal Criminal /s/ Stephen P. Zelnak, Jr. 9-5-01 Violations. See 18 U.S.C.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Signature of

Signature of Reporting Person(*) Date Note. File three copies of this form, one of which must be manually signed. Stephen P. Zelnak, Jr. Page 2 If space provided is insufficient, see Instruction 6 for procedure. (Print or Type Responses)