(Street)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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OMB AF	PPROVAL
OMB Number:	3235-0287
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6. Individual or Joint/Group Filing (Check Applicable Line)

_	Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMEN	II OF CHANGES IN BENEFICIAL OWNE	Estimated avera	3-0207			
_	obligations may continue. See Instruction 1(b).	Filed	pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940			hours per respon	nse:	0.5
	ame and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol MARTIN MARIETTA MATERIALS INC [tionship of R all applicabl	Reporting Person(s) to Issuer able)		
<u> </u>	ELNAK STEPHEN P JR		MLM]	X	Director		10% Owner	r
				X	Officer (giv	e title	Other (spec	cify
La 27	st)		3. Date of Earliest Transaction (Month/Day/Year) 11/14/2005		,	an, President and CEO		

4. If Amendment, Date of Original Filed (Month/Day/Year)

RALEIGH (City)	NC (State)	27607 (Zip)	_	Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person									
		Table I - Non-Der	ivative S	ecurities Acq	uired,	Disp	oosed of, o	or Ben	eficially	Owned			
1. Title of Security (Instr. 3)		Date	nsaction h/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Inst		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		(A) or 3, 4 and	5. Amount of Securities Beneficially Owned 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 Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Sto	ck	11/2	10/2005		M		10,000	Α	\$36.55	151,622	D		
Common Sto	ck	11/3	10/2005		F		1,590	D	\$71.63	150,032	D		
Common Sto	ck	11/3	10/2005		S		110	D	\$72.13	149,922	D		
Common Sto	ck	11/3	10/2005		S		100	D	\$72.04	149,822	D		
Common Sto	ck	11/:	10/2005		S		300	D	\$72.03	149,522	D		
Common Sto	ck	11/3	10/2005		S		300	D	\$71.98	149,222	D		
Common Sto	ck	11/:	10/2005		S		600	D	\$71.95	148,622	D		
Common Sto	ck	11/3	10/2005		S		100	D	\$71.93	148,522	D		
Common Sto	ck	11/3	10/2005		S		600	D	\$71.9	147,922	D		
Common Sto	ck	11/2	10/2005		S		100	D	\$71.91	147,822	D		
Common Sto	ck	11/3	10/2005		S		400	D	\$71.89	147,422	D		
Common Sto	ck	11/:	10/2005		S		100	D	\$71.76	147,322	D		
Common Sto	ck	11/:	10/2005		S		800	D	\$71.83	146,522	D		
Common Sto	ck	11/3	10/2005		S		1,900	D	\$71.78	144,622	D		
Common Sto	ck	11/:	10/2005		S		3,000	D	\$71.75	141,622	D		
Common Sto	ck	11/	11/2005		M		10,000	A	\$36.55	151,622	D		
Common Sto	ck	11/	11/2005		F		1,599	D	\$72.03	150,023	D		
Common Sto	ck	11/	11/2005		S		200	D	\$72.22	149,823	D		
Common Sto	ck	11/	11/2005		S		4,300	D	\$72.2	145,523	D		
Common Sto	ck	11/	11/2005		S		201	D	\$72.02	145,322	D		
Common Sto	ck	11/	11/2005		S		1,800	D	\$72	143,522	D		
Common Sto	ck	11/	11/2005		S		100	D	\$72.03	143,422	D		
Common Sto	ck	11/	11/2005		S		1,800	D	\$72.01	141,622	D		

										T		,,,	
		-	Table II - Deriv (e.g.,		urities Acq s, warrants	,	•	,		•	Owned		
	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code (Instr.		6. Date Ex Expiration (Month/Da	Date		7. Title and of Securitie Underlying	s	8. Price of Derivative Security	9. Number of derivative Securities	10. Owner Form:

	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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction -Date (Month/Day/Year)	puts, Code Transa	uts, calls, warrants, or code v (AN) u(Ch)er Exp cransaction of Exp code (Instr. Derivative (Mo		, options, Date ExPlatis Elaler o Expiration Da	ired, Disposed of, or Beneficial Options, convertible securities State Expiration Expiration Date Month/Day/Year) Titletle and Shaces of Securities Underlying Derivative Securit (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership- Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)(1)	\$36.55	11/10/2005	M			10,000	(1)	08/15/2012	Common Stock	10,000	(1)	65,000	D	
Employee Stock Option (right to buy) ⁽¹⁾	\$36.55	11/11/2005	M			10,000	(1)	08/15/2012	Common Stock	10,000	(1)	55,000	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.

Remarks:

Stephen P. Zelnak, Jr. 11/14/2005

** Signature of Reporting Person

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.