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 (   Bennett Marc			uer Name and Tick in Marietta Mate				ip of Reporting Check all appl	
   (Last)	,	,     Numb   Pers	Identification per of Reporting son, if an Entity Luntary)	4. Statemer   Month/Ye /     8/2001		   [X] Director   [ ] Officer   	r [] 10% (give [] Otho title below)	
10440 Gull Shores Dr. 								
   (Stred 	et)	İ		5. If Amenda Date of (	Original		or Joint/Grou licable line) iled by One	o Filing
Boca Grande F	L 33921-199	91		(		Report	ing Person iled by More T	nan
(City) (Sta	ate) (Zip)	   					porting Person	
   	TABLE 1 NON-DEF	RIVATIVE SEC	CURITIES ACQUIRE	), DISPOSED OF,	OR BENE	FICIALLY OWNED		
1. Title of Security   2. Transaction   3. (Instr. 3)   Date   (Month/Day/   Year)			8. Transac-   4. Securities tion Code   or Dispose (Instr. 8)       (Instr. 3,		cu   ci   En	ount of Se- rities Benefi- ally Owned at d of Month nstr. 3 and 4)	ship   Form:   Direct	7. Nature     of In-     direct     Benefi-    cial   Owner-
 	 	Code   \ 	/   Amount   	(A) or  Price   (D)   	e       		(I)   (Instr. 4) 	ship   (Instr.   4)
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     FORM 4
 (CONTINUED)
TABLE II --
  DERIVATIVE
  SECURITIES
  ACQUIRED,
DISPOSED OF,
       0R
BENEFICIALLY
OWNED (E.G.,
PUTS, CALLS,
WARRANTS,
 OPTIONS,
CONVERTIBLE
 SECURITIES)
 ------
|1. Title of
Derivative |
  2. Conver-
  |3. Trans-
  5. Number
of | 6. Date
Exer- |7.
   Title and
  Amount |8.
Price | |
Security |
sion or |
   action |
   action |
 Derivative |
 cisable and
| of
| 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 Disposed
 (Month/Day/
| | Secur- |
| ative |
Year) | | or
(D) | Year)
| | ity | |
| Security |
| Security |
| | (Instr.
| 3, | | |
(Instr. 5) |
| | | | 4,
| and 5) |----
 |Expira-||
| | Shares |
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j
·
Directors
Options (1)
43.58
8/16/2001
A   V   2,000
2,000
8/16/
8/16/
Common
2,000       
2001
2011   Stock

-------------------- | 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) | i of Month i or Indirect (I) | | | (Instr. 4) | (Instr. 4) | | | | | | |---------------|--------| | 2,000 | 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 are exercisable immediately. (\*) Intentional  ${\tt misstatements}$ or omissions of facts constitute Federal Criminal /s/ Marcus C. Bennett 9-9-01 Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). --------Signature of Reporting Person(1) Date Note. File three copies of this form, one of which must be manually signed. Page 2 If space provided is insufficient, see Instruction 6 for procedure. . (Print or Туре

Responses)