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 (2. Issuer Name and Ticker or Trading Symbol Martin Marietta Materials, Inc. (MLM)					6. Relationship of Reporting Person to Issuer (Check all applicable)			
(Last) (First) (Middle) 14409 Pettit Way			í j I	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)			4. Statement For Month/Year 5/2000		[X] Director [] 10% Owner [] Officer (give [] Other (Specify title below) below)			
(Street) Potomac MD 20854 (City) (State) (Zip)		 	 		j Da	 5. If Amendment, Date of Original (Month/Year) 						
 		TABLE 1 NON-DE	['] RIVATIVE	SECURI	TIES ACQUIRED	DISPOS	ED OF, (OR BENE	FICIALLY OWNED			
1. Title of Security (Instr. 3)		ty 2. Transaction 3. Date		Transac- 4. Securities tion Code or Dispose (Instr. 8) (Instr. 3,		d of (D)		ount of Se- rities Benefi- ally Owned at d of Month nstr. 3 and 4)	Form: Direct	7. Nature of In- direct Benefi- cial Owner-		
 	 	 	Code 	V 	Amount 	(A) or (D) 	Price 	 	 	(I) (Instr. 4) 	ship (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	n action Code		Securities		6. Date Exer- cisable and Expiration Date (Month/Day/ Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4) 		of Deriv-	
		 	 Code		 (A)	 (D)		Expira- tion Date	 Title 	Amount or Number of Shares	•	
Directors Options (1)	51.50	5/23/2000 	 A 	V	1,500 	 	5/23/01	5/23/10 	Common Stock	1,500.00 	 	
Stock Units (2)	1-for-1	5/23/2000 5/23/2000	A A 	V V	218.00 	 	(2)	(2) 	Common Stock	218.00 	51.50 	

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)
1,500.00	D	
1,285.43	D	
i 		i
1		1

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 one year from the date of grant.
- (2) The stock units were accrued under the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the "Plan") and are to be settled in cash and/or stock on (i) the date the reporting person ceases to be a Non-Employee Director or (ii) the date that is one month and one year following the date the reporting person ceases to be a Non-Employee Director, in accordance with the reporting person's election under the Plan.
- * 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)

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