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MARTIN MARIETTA MATERIALS INC Form 4 February 15, 2001

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1 FORM 4 _____ U.S. SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP [] Check box if no longer subject toFiled pursuant to Section 16(a) of the SecuritiesSection 16. Form 4Exchange Act of 1934, Section 17(a) of theor Form 5 obligationsPublic Utility Holding Company Act of 1935may continue. Seeor Section 30(f) of the Investment CompanyInstruction 1(b).Petroc 1000 Instruction 1(b). Act of 1940 _____ | 1. Name and Address of Reporting Person(1) | 2. Issuer Name and Ticker or Trading Symbol |6. R | Stewart Jonathan T. | Martin Marietta Materials, Inc. (MLM) | |-----_____/ _____ ----| | (Last) (First) (Middle) | 3. IRS Identification | 4. Statement For | [Number of Reporting | Month/Year | [X Person, if an Entity | | 1/2001 | |Seni | 2710 Wycliff Road (Voluntary) -----| |-----|----(Street) | 5. If Amendment, |7. I | Date of Original| (| Raleigh NC 27607 | | (Month/Year) | [_____ _____ (State) (Zip) | | (Citv) 1-----TABLE 1 -- NON-DERIVATIVE SECURITIES ACOUIRED, DISPOSED OF, OR BENEFICIA /-----|1. Title of Security |2. Transaction |3. Transac- |4. Securities Acquired (A) | 5. Amount

 Image: second of (Instr. 3)
 Image: second of (Instr. 3)
| (Instr. 3, 4 and 5) | (Instr. |-----| | Code | V | Amount | (A) or | Price | | (D) | | |Common Stock | 1/18/2001 | A | V | 629.00 | A | 40.46| | 1/18/2001 | A | V | 1,636.00 | A | | |Common Stock 5,7 |Common Stock

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FORM 4 (CONTINUED) TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALI (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative	2.	Conver-	3.	Trans-	4. Ti	rans-	5. Nu	ımbe	r of	6. Date	Exer-
Security		sion or		action	ac	ction	De	eriv	ative	cisa	ble and
(Instr. 3)		Exercise		Date	Co	ode	Se	ecur	ities	Expi	ration
		Price of		(Month/	(]	Instr.	Ac	qui	red (A)	Date	1
		Deriv-		Day/	8)		or	Di	sposed	(Mon	th/Day/
		ative		Year)	1		or	(D)	Year)
		Security			1		(I	Inst	r. 3,		
					1		4,	an	d 5)		
					1					Date	Expira-
										Exer-	tion
					Code	el V	(A)		(D)	cisable	Date
						-		-			
Incentive Stock FY	I		1/2	18/2001	A	I V	546.	00		12/01/	12/01/
2000 (1)								1		2003	2003
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Ι	9.	Number of		10.	Ownership	I	11. Nature of	I
		Derivative			Form of		Indirect	
		Securities			Derivative		Beneficial	
		Beneficially			Security:		Ownership	
		Owned at End			Direct (D)		(Instr. 4)	
		of Month			or Indirect (I)			
		(Instr. 4)			(Instr. 4)			
			-					-
		546.00			D			
			-					-

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Explanation of Responses:

(1) Units awarded under the Martin Marietta Materials, Inc. Incentive Stock Plan. Units will be of stock after 3 years of additional employment.

(*) Intentional misstatements or omissions of facts constitute Federal Criminal /s/ Jonatha 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. Jonathan T. If space provided is insufficient, see Instruction 6 for procedure. (Print or Type Responses)