

LLOYD ANNE H  
Form 4  
November 29, 2005

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LLOYD ANNE H

2. Issuer Name and Ticker or Trading Symbol  
MARTIN MARIETTA MATERIALS INC [MLM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2710 WYCLIFF ROAD  
WYCLIFF ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
11/28/2005

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, CFO and CAO

(Street)  
RALEIGH, NC 27607

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/28/2005		M		1,000 A \$ 47.75	D	
Common Stock	11/28/2005		F		121 D \$ 75.86	D	
Common Stock	11/28/2005		M		2,000 A \$ 48	D	
Common Stock	11/28/2005		F		239 D \$ 75.86	D	
Common Stock	11/28/2005		M		4,000 A \$ 45.9375	D	

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Common Stock	11/28/2005	F	512	D	\$ 75.86	18,781	D
Common Stock	11/28/2005	M	3,000	A	\$ 43.58	21,781	D
Common Stock	11/28/2005	F	415	D	\$ 75.86	21,366	D
Common Stock	11/28/2005	S	313	D	\$ 74.42	21,053	D
Common Stock	11/28/2005	S	1,400	D	\$ 74.3	19,653	D
Common Stock	11/28/2005	S	500	D	\$ 74.29	19,153	D
Common Stock	11/28/2005	S	100	D	\$ 74.28	19,053	D
Common Stock	11/28/2005	S	200	D	\$ 74.26	18,853	D
Common Stock	11/28/2005	S	3,000	D	\$ 74.25	15,853	D
Common Stock	11/28/2005	S	1,000	D	\$ 74.22	14,853	D
Common Stock	11/28/2005	S	200	D	\$ 74.01	14,653	D
Common Stock	11/28/2005	S	300	D	\$ 73.85	14,353	D
Common Stock	11/28/2005	S	1,200	D	\$ 73.84	13,153	D
Common Stock	11/28/2005	S	500	D	\$ 73.83	12,653	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

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(9-02)

**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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I)
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(Instr. 3, 4,  
and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) <u>(1)</u>	\$ 47.75	11/28/2005	M				<u>(1)</u>	08/20/2008	Common Stock	1,000
Employee Stock Option (right to buy) <u>(1)</u>	\$ 48	11/28/2005	M				<u>(1)</u>	08/19/2009	Common Stock	2,000
Employee Stock Option (right to buy) <u>(1)</u>	\$ 45.9375	11/28/2005	M				<u>(1)</u>	08/17/2010	Common Stock	4,000
Employee Stock Option (right to buy) <u>(1)</u>	\$ 43.58	11/28/2005	M				<u>(1)</u>	08/16/2011	Common Stock	3,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer                      Other

LLOYD ANNE H  
2710 WYCLIFF ROAD 2710 WYCLIFF ROAD  
RALEIGH, NC 27607

SVP, CFO and CAO

## Signatures

Anne H. Lloyd                      11/29/2005

       Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

(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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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