#### Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

#### MARTIN MARIETTA MATERIALS INC

Form 4

March 08, 2007

# FORM 4

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer

### 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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ZELNAK STEPHEN P JR Issuer Symbol **MARTIN MARIETTA** (Check all applicable) MATERIALS INC [MLM] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director X\_ Officer (give title (Month/Day/Year) below) **MARTIN MARIETTA** 03/06/2007 Chm. and CEO MATERIALS, INC., 2710 **WYCLIFF ROAD** (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

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

Person

**OMB APPROVAL** 

10% Owner

\_ Other (specify

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

RALEIGH, NC 27607

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition Disposice (Instr. 3, 4)	ed of (		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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/06/2007		M	12,000	A	\$ 47.75	148,737	D	
Common Stock	03/06/2007		M	15,000	A	\$ 48	163,737	D	
Common Stock	03/06/2007		F	6,948	D	\$ 121.56	156,789	D	
Common Stock	03/06/2007		S	20,052	D	\$ 122.84 (1)	136,737	D	

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Common Stock	03/07/2007	M	20,000	A	\$ 48	156,737	D
Common Stock	03/07/2007	F	5,169	D	\$ 122.68	151,568	D
Common Stock	03/07/2007	S	14,831	D	\$ 125.32 (2)	136,737	D

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

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SEC 1474 (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. Transactic Code (Instr. 8)	FransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 47.75	03/06/2007		M		12,000	<u>(3)</u>	08/20/2008	Common Stock	12,000
Stock Options (Right to buy)	\$ 48	03/06/2007		M		15,000	<u>(3)</u>	08/19/2009	Common Stock	15,000
Stock Options (Right to buy)	\$ 48	03/07/2007		M		20,000	<u>(3)</u>	08/19/2009	Common Stock	20,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ZELNAK STEPHEN P JR	X		Chm. and CEO			

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MARTIN MARIETTA MATERIALS, INC. 2710 WYCLIFF ROAD RALEIGH, NC 27607

## **Signatures**

Stephen P. 03/07/2007 Zelnak, Jr.

\*\*Signature of Date
Reporting Person

## **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).
- (3) 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.

The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were: 331 at \$124.49; 300 at \$124.50; 200 at \$124.55; 100 at \$124.61; 200 at \$124.62; 100 at \$124.68; 200 at \$124.71; 200 at \$124.87; 100 at \$124.88; 100 at \$124.91; 200 at \$124.93; 200 at \$124.94; 2600 at \$124.98; 100 at \$125.06; 100 at \$125.08; 100 at \$125.09; 300 at \$125.14; 100 at \$125.15; 300 at \$125.17; 100 at \$125.29; 100 at \$125.30; 100 at \$125.40; 100

(2) \$125.06; 100 at \$125.08; 100 at \$125.09; 300 at \$125.14; 100 at \$125.15; 300 at \$125.17; 100 at \$125.29; 100 at \$125.30; 100 at \$125.39; 400 at \$125.40; 100 at \$125.41; 500 at \$125.42; 300 at \$125.47; 400 at \$125.48; 200 at \$125.49; 300 at \$125.50; 300 at \$125.53; 300 at \$125.54; 700 at \$125.56; 100 at \$125.57; 300 at \$125.58; 300 at \$125.59; 1300 at \$125.61; 200 at \$125.62; 100 at \$125.64; 200 at \$125.65; 100 at \$125.72; 500 at \$125.73; 700 at \$125.74; 100 at \$125.75; 100 at \$125.76; 300 at \$125.77; 400 at \$125.78; 200 at \$125.79; 100 at \$125.82.

The shares sold on this date were sold in multiple transactions. This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were: 100 at \$122.56; 100 at \$122.57; 100 at \$122.60; 100 at \$122.61; 800 at \$122.62; 1400 at \$122.63; 300 at \$122.64; 300 at \$122.66; 1500 at \$122.67; 900 at \$122.68; 100 at \$122.69; 1900 at \$122.70; 200 at \$122.72; 100 at \$122.74; 100 at \$122.75; 300 at \$122.76; 100 at \$122.78; 2300 at \$122.80; 400 at \$122.81; 200 at \$122.82; 100 at \$122.83; 700 at \$122.84; 1000 at \$122.85; 400 at \$122.85; 400 at \$122.85; 300 at \$122.85;

\$122.84; 1000 at \$122.85; 400 at \$122.86; 100 at \$122.87; 300 at \$122.88; 100 at \$122.89; 100 at \$122.91; 200 at \$122.93; 100 at \$122.94; 100 at \$122.96; 652 at \$122.99; 800 at \$123.00; 100 at \$123.01; 200 at \$123.03; 200 at \$123.04; 1300 at \$123.07; 400 at \$123.08; 100 at \$123.09; 100 at \$123.10; 100 at \$123.12; 400 at \$123.14; 400 at \$123.18; 100 at \$123.19; 100 at \$123.24; 300 at \$123.30; 100 at \$123.36; 200 at \$123.37.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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