

Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

MARTIN MARIETTA MATERIALS INC

Form 4

July 25, 2001

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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 of Reporting Person(1) Reed James M.			2. Issuer Name and Ticker or Trading Symbol Martin Marietta Materials, Inc. (MLM)		6. R
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)	4. Statement For Month/Year 5/2001	[X] [
7484 E. Thorntree Drive					
(Street)				5. If Amendment, Date of Original	7. I (
Scottsdale	AZ	85262		(Month/Year)	[
(City)	(State)	(Zip)			[

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL OWNERSHIP

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/ Year)	3. Transac- tion Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Acquired and Disposed of (Instr. 4)
		Code	V	Amount	(A) or (D)	Price	

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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	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)
Stock Units (1)	1-for-1	5/22/2001	A V	1,146.00	(1) (1)
Stock Units (1)	1-for-1	5/22/2001	A V	10.00	(1) (1)

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)
3,740.09	D	

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Explanation of Responses:

1. The stock units were accrued under the Martin Marietta Materials, Inc. Common Stock Purchase Plan and are to be settled in cash and/or stock in a lump sum or in installments not to exceed 10 years after the reporting person ceases to be a Non-Employee Director or (ii) the date that is one month and one day after the reporting person ceases to be a Non-Employee Director, in accordance with the reporting person's plan.

(\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ James M. Reardon  
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Signature of Reporting Person

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)

James M. Reardon