



Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

2

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) |
|--|--|--------------------------------------|--------------------------------|--|--|
| Directors Options (1)                      | 43.58  | 8/16/2001                            | A V                            | 2,000  | 8/16/2001 - 8/16/2011                                    |
|  |  |                                      |                                |  |  |
|  |  |                                      |                                |  |  |
|  |  |                                      |                                |  |  |
|  |  |                                      |                                |  |  |
|  |  |                                      |                                |  |  |
|  |  |                                      |                                |  |  |

| 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) |
|--|--|--|
| 2,000  | D  |  |
|  |  |  |
|  |  |  |

Edgar Filing: MARTIN MARIETTA MATERIALS INC - Form 4

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

Explanation of Responses:

(1) Non-qualified stock option award granted under the Martin Marietta Materials, Inc. Amended and Restated Stock Option Plan. Options are exercisable immediately.

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

/s/ Marcus  
-----  
Signature of

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)