MARTIN MARIETTA MATERIALS INC
Form 4
February 13, 2007

FORM 4

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

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

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEWART JONATHAN T
(Last) (First) (Middle)
MARTIN MARIETTA MATERIALS, INC., 2710 WYCLIFF ROAD
(Street)
RALEIGH, NC 27607
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2007

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP Human Resources

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/09/2007		M		15,000	A	$ 45.9375	56,005	D	
Common Stock	02/09/2007		S		15,000	D	$ 125.03 (1)	41,005	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	$ 45.9375	02/09/2007		M			15,000	(2)	08/17/2010	Common Stock	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEWART JONATHAN T MARTIN MARIETTA MATERIALS, INC. 2710 WYCLIFF ROAD RALEIGH, NC 27607			SVP Human Resources	

Signatures

Jonathan T. Stewart	02/12/2007
**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).

(2) 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.

(1) This price is the weighted average sales price per share of all shares sold on this date. The actual sales prices were: 100@126.13;200@126.10;100@$126.03;600@$126.01;1,500@$126.00; 100@$125.87; 100@$125.85; 300@$125.84; 300@$125.82; 200@$125.76; 200@$125.75; 400@$125.71; 100@$125.64; 300@$125.55; 300@$125.52; 200@$125.51; 100@$125.50; 100@$125.40; 100@$125.33; 200@$125.28; 200@$125.23; 100@$125.22; 200@$125.21; 100@$125.20; 100@$125.18; 200@$125.16; 500@$125.15; 100@$125.10; 300@$125.09; 100@$125.08; 100@$125.07; 600@$125.00; 100@$124.96; 100@$124.94; 400@$124.85; 200@$124.74; 100@$124.73; 200@$124.71; 700@$124.68; 200@$124.67; 100@$124.66; 100@$124.65; 200@$124.61; 100@$124.59; 100@$124.57; 400@$124.54; 100@$124.53; 100@$124.52; 100@$124.50; 100@$124.49; 100@$124.48; 200@$124.41; 200@$124.28; 300@$124.13; 100@$124.10; 800@$124.09; 600@$124.01; 800@$124.00; 300@$123.98; 100@$123.97.

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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