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

#### MARTIN MARIETTA MATERIALS INC

Form 4 May 24, 2007

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* ZELNAK STEPHEN P JR

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

**MARTIN MARIETTA** MATERIALS INC [MLM]

3. Date of Earliest Transaction

(Month/Day/Year)

05/22/2007

(Check all applicable)

5. Relationship of Reporting Person(s) to

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below)

MARTIN MARIETTA MATERIALS, INC., 2710 **WYCLIFF ROAD** 

(Street)

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

6. Individual or Joint/Group Filing(Check

Chm. and CEO

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

Issuer

RALEIGH, NC 27607

(City)	(State)	(Zip) Tabl	e I - Non-Γ	<b>Derivative</b>	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. Transactio Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of (	· 1	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	05/22/2007		A	18,642	A	\$ 0	155,379	D	
Common Stock	05/23/2007		M	9,762	A	\$ 61.05	165,141	D	
Common Stock	05/23/2007		S	9,300	D	\$ 151.15	155,841	D	
Common Stock	05/23/2007		S	200	D	\$ 151.16	155,641	D	
	05/23/2007		S	100	D	\$ 151.2	155,541	D	

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Common Stock

Common Stock 05/23/2007 S 162 D \$ 155,379 D

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

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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. Transactio Code (Instr. 8)			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 Share
Stock Options (Right to buy)	\$ 151.92	05/22/2007		A	37,284		<u>(1)</u>	05/22/2015	Common Stock	37,284
Stock Options (Right to buy)	\$ 61.05	05/23/2007		M		9,762	<u>(1)</u>	05/24/2013	Common Stock	9,762

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

ZELNAK STEPHEN P JR MARTIN MARIETTA MATERIALS, INC. 2710 WYCLIFF ROAD

X Chm. and CEO

RALEIGH, NC 27607

**Signatures** 

Stephen P.

Zelnak, Jr.

05/24/2007

\*\*Signature of Date Reporting Person

Reporting Owners 2

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## **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 four 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. 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.