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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

MARTIN MARIETTA MATERIALS INC

Form 4

December 06, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Vaio Bruce A			2. Issuer Name and Ticker or Trading Symbol MARTIN MARIETTA MATERIALS INC [MLM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 2710 WYCLIF	(First) FF ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2006	Director 10% Owner Specify below) Other (specify below) Executive VP		
	(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		
RALEIGH, NO	C 27607			Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	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. Transaction Code (Instr. 8)	4. Securit oppr Dispos (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	12/05/2006		M	15,000	A	\$ 38.32	33,600	D	
Common Stock	12/05/2006		F	3,382	D	\$ 100.44	30,218	D	
Common Stock	12/05/2006		S	10,000	D	\$ 101.63	20,218	D	
Common Stock	12/05/2006		S	318	D	\$ 101.77	19,900	D	
Common Stock	12/05/2006		S	1,300	D	\$ 101.85	18,600	D	

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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)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ative Expiration Date ties (Month/Day/Year) red (A) posed of 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (Right to buy)	\$ 38.32	12/05/2006		M	15,000	<u>(1)</u>	08/19/2013	Common Stock	15,000	

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Vaio Bruce A

2710 WYCLIFF ROAD Executive VP

RALEIGH, NC 27607

Signatures

Bruce A. Vaio 12/06/2006

**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).
- (1) 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.

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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