

LLOYD ANNE H
Form 4
November 29, 2005

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LLOYD ANNE H

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) (First) (Middle)
2710 WYCLIFF ROAD
WYCLIFF ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/28/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, CFO and CAO

RALEIGH, NC 27607

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	11/28/2005		M			1,000	A	\$ 47.75	13,653	D	
Common Stock	11/28/2005		F			121	D	\$ 75.86	13,532	D	
Common Stock	11/28/2005		M			2,000	A	\$ 48	15,532	D	
Common Stock	11/28/2005		F			239	D	\$ 75.86	15,293	D	
Common Stock	11/28/2005		M			4,000	A	\$ 45.9375	19,293	D	

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Common Stock	11/28/2005	F	512	D	\$ 75.86	18,781	D
Common Stock	11/28/2005	M	3,000	A	\$ 43.58	21,781	D
Common Stock	11/28/2005	F	415	D	\$ 75.86	21,366	D
Common Stock	11/28/2005	S	313	D	\$ 74.42	21,053	D
Common Stock	11/28/2005	S	1,400	D	\$ 74.3	19,653	D
Common Stock	11/28/2005	S	500	D	\$ 74.29	19,153	D
Common Stock	11/28/2005	S	100	D	\$ 74.28	19,053	D
Common Stock	11/28/2005	S	200	D	\$ 74.26	18,853	D
Common Stock	11/28/2005	S	3,000	D	\$ 74.25	15,853	D
Common Stock	11/28/2005	S	1,000	D	\$ 74.22	14,853	D
Common Stock	11/28/2005	S	200	D	\$ 74.01	14,653	D
Common Stock	11/28/2005	S	300	D	\$ 73.85	14,353	D
Common Stock	11/28/2005	S	1,200	D	\$ 73.84	13,153	D
Common Stock	11/28/2005	S	500	D	\$ 73.83	12,653	D

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

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(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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I)
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			(Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)	(D)					
Employee Stock Option (right to buy) <u>(1)</u>	\$ 47.75	11/28/2005		M	1,000	<u>(1)</u>	08/20/2008	Common Stock	1,000
Employee Stock Option (right to buy) <u>(1)</u>	\$ 48	11/28/2005		M	2,000	<u>(1)</u>	08/19/2009	Common Stock	2,000
Employee Stock Option (right to buy) <u>(1)</u>	\$ 45.9375	11/28/2005		M	4,000	<u>(1)</u>	08/17/2010	Common Stock	4,000
Employee Stock Option (right to buy) <u>(1)</u>	\$ 43.58	11/28/2005		M	3,000	<u>(1)</u>	08/16/2011	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LLOYD ANNE H 2710 WYCLIFF ROAD 2710 WYCLIFF ROAD RALEIGH, NC 27607			SVP, CFO and CAO	

Signatures

Anne H. Lloyd	11/29/2005
<u> </u> **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.

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