

MARTIN MARIETTA MATERIALS INC

Form S-8

April 05, 2002

As filed with the Securities and Exchange Commission on April 5, 2002

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MARTIN MARIETTA MATERIALS, INC.
(Exact name of registrant as specified in its charter)

North Carolina
(State or other jurisdiction of incorporation or organization)

56-1848578
(I.R.S. Employer Identification No.)

2710 Wycliff Road
Raleigh, North Carolina 27607
(Address of principal executive offices)

Martin Marietta Materials, Inc.
Common Stock Purchase Plan for Directors
(Full title of the plan)

Roselyn R. Bar
Vice President, General Counsel and Secretary
Martin Marietta Materials, Inc.
2710 Wycliff Road
Raleigh, North Carolina 27607
(919) 781-4550
(Name, address, including zip code, and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee |
|---|-----------------------------------|---|---|-----------------------------------|
| Common Stock, \$.01 Par Value Per Share | 50,000 Shares | \$41.47 | \$2,073,500.00 | \$191.00 |

(1) Represents the additional shares of common stock of Martin Marietta Materials, Inc. issuable pursuant to the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors (the Directors Plan).

(2) Estimated solely for calculating the amount of the registration fee, pursuant to Rule 457(h) under the Securities Act.

INCORPORATION BY REFERENCE

This Registration Statement registers 50,000 additional shares of common stock of Martin Marietta Materials, Inc. under the Martin Marietta Materials, Inc. Common Stock Purchase Plan for Directors, for which shares have previously been registered on Form S-8 (Registration No. 333-15429) (the "Prior Registration Statement"). The contents of the Prior Registration Statement are hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Raleigh, State of North Carolina, on the 5th day of April, 2002.

MARTIN MARIETTA MATERIALS, INC

By: /s/ Roselyn R. Bar

Roselyn R. Bar
Vice President, General Counsel and Secretary

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each of the undersigned officers and directors of the Company hereby severally constitutes and appoints Roselyn R. Bar and M. Guy Brooks, III and each of them, their true and lawful attorneys-in-fact for the undersigned, in any and all capacities, each with full power of substitution to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same with exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|---------------|
| <u>/s/ Stephen P. Zelnak, Jr.</u> Stephen P. Zelnak, Jr. | Chairman of the Board, President and Chief Executive Officer | April 5, 2002 |
| <u>/s/ Janice K. Henry</u> Janice K. Henry | Senior Vice President and Chief Financial Officer | April 5, 2002 |
| <u>/s/ Anne H. Lloyd</u> | Vice President, Controller and Chief Accounting Officer | April 5, 2002 |
| <u>/s/ Richard G. Adamson</u> Richard G. Adamson | Director | April 5, 2002 |
| <u>/s/ Marcus C. Bennett</u> Marcus C. Bennett | Director | April 5, 2002 |
| <u>/s/ Sue W. Cole</u> Sue W. Cole | Director | April 5, 2002 |
| <u>/s/ Bobby F. Leonard</u> Bobby F. Leonard | Director | April 5, 2002 |
| <u>/s/ Frank H. Menaker, Jr.</u> Frank H. Menaker, Jr. | Director | April 5, 2002 |
| <u>/s/ William E. McDonald</u> William E. McDonald | Director | April 5, 2002 |
| <u>/s/ James M. Reed</u> James M. Reed | Director | April 5, 2002 |

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/s/ William B. Sansom

Director

April 5, 2002

William B. Sansom

/s/ Richard A. Vinroot

Director

April 5, 2002

Richard A. Vinroot

INDEX TO EXHIBITS

| <u>Exhibit No.</u> | | <u>Page</u> |
|---------------------------|---|--------------------|
| 5. | Opinion of Robinson Bradshaw & Hinson, P.A. to the legality of securities issuable under the Directors Plan. | |
| 23.1 | Consent of Ernst & Young LLP, Independent Auditors for Martin Marietta Materials, Inc. and consolidated subsidiaries. | |
| 23.2 | Consent of Robinson Bradshaw & Hinson, P.A. (included in Exhibit 5) | |
| 24. | Powers of Attorney (included on signature page) | |