

MARTIN MARIETTA MATERIALS INC

Form 4

September 24, 2002

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| OMB APPROVAL |
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

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

| | | |
|---|---|--|
| <p>1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i></p> <p>Reed, James M.</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Martin Marietta Materials, Inc. (MLM)</p> | <p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></p> |
| <p>34908 North Indian Camp Trail</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Scottsdale AZ 85262</p> <p><i>(City) (State) (Zip)</i></p> | <p>4. Statement for Month/Day/Year</p> <p>9/2002</p> | <p>5. If Amendment, Date of Original <i>(Month/Day/Year)</i></p> |
| <p>6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> | <p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> | |

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If the form is filed by more than one reporting person, see instruction 4(b)(v).

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security <i>(Instr. 3)</i> | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date <i>(Month/Day/Year)</i> | 3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i> | 4. Transaction Code <i>(Instr. 8)</i> | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> | |
|--|--|--|--|--|---|--|-----|
| | | | | Code | V | (A) | (D) |
| Stock Units (1) | 1-for-1 | 5/23/2002 | | A | V | 1,454.00 | |

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