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MARTIN MARIETTA MATERIALS INC  
 Form 4  
 June 08, 2001

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 FORM 4  
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U.S. SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person(1)			2. Issuer Name and Ticker or Trading Symbol			6. R		
Easterlin, III Donald J.			Martin Marietta Materials, Inc. (MLM)					
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)			4. Statement For Month/Year		
						5/2001		
2710 Wycliff Road						Vice		
(Street)						5. If Amendment, Date of Original (Month/Year)		
Raleigh NC 27607						7. I (		
(City) (State) (Zip)						[		

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transac- tion Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount (Instr. 3)
		Code	V	Amount	(A) or (D)	Price	
Common Stock	5/18/2001	S		1,100.00	D	50.47	
Common Stock	5/18/2001	S		111.00	D	50.50	2,5
Common Stock							7



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Explanation of Responses:

(1) Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Donald  
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Signature o

Note. File three copies of this form, one of which must be manually signed.  
If space provided is insufficient, see Instruction 6 for procedure.  
(Print or Type Responses)

Donald