

WASON ROBERT A IV

Form 4

November 04, 2004

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WASON ROBERT A IV

2. Issuer Name **and** Ticker or Trading
Symbol

VULCAN MATERIALS CO [VMC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1200 URBAN CENTER DRIVE

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

11/02/2004

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)

Sr. VP, Corp Development

(Street)

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

BIRMINGHAM, AL 35242

(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 (401k)	11/02/2004		I		1,973	D	\$ 49.73
							8,041
							I
							By 401(k) (1)
Common Stock (401k)	11/03/2004		I		731	D	\$ 50
							7,310
							I
							By 401(k) (1)

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

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(9-02)

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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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (Deferred Compensation)	\$ 0 ⁽²⁾	11/02/2004		J ⁽³⁾		2,272		⁽⁴⁾	⁽⁴⁾	Common Stock	2,272
Phantom Stock (Deferred Compensation)	\$ 0 ⁽²⁾	11/03/2004		J ⁽³⁾		616		⁽⁴⁾	⁽⁴⁾	Common Stock	616

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WASON ROBERT A IV 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242			Sr. VP, Corp Development	

Signatures

By: Amy M. Tucker,
Attorney-in-Fact

****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) The Vulcan Materials Company Thrift Plan for Salaried Employees is a defined contribution plan that accounts for participant interests in the Plan, including interests in the Employee Stock Ownership Plan (ESOP) account, in terms of dollars. The number reported has been calculated by converting into shares the change in the dollar amount (net of changes due to intra-plan transfers) allocated to the participant's employer stock account during the period (resulting from participant contributions, Company-matching contributions and dividend equivalent payments on employer stock account balances) based on a formula used by the Company in the administration of the Plan. The corresponding transactions by the Plan in the Company's common stock are exempt from the application of Section 16(b).

(2) Convertible on a 1-for-1 basis.

(3) Disposition of shares under the Vulcan Materials Company Executive Deferred Compensation Plan.

(4) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

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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