NAPIER JAMES V

Form 4 June 05, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

Section 16. Form 4 or Form 5 obligations may continue.

if no longer

subject to

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

(Restricted

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

NAPIER JAMES V			Symbol VULCAN MATERIALS CO [VMC]						Issuer				
(T.) (F.) (AC.11)										(Check all applicable)			
(Last) (First) (Middle) 1200 URBAN CENTER DRIVE									_X_ Director 10% Owner Officer (give title Other (specify below) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(Street) BIRMINGHAM, AL 35242								A _I _X					
	(City)	(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									y Owned		
	1.Title of Security (Instr. 3)	y (Month/Day/Year) Execut any		med 3. 4. Securities Acquired on Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8) (A) or					ed (A)	5. Amount of Securities Ownership Indirect Owned Direct (D) Owner Solution or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
	Common Stock	06/01/2006			A(1)		1,985.912	A	<u>(1)</u>	5,535.912	D		
	Common Stock	06/01/2006			A <u>(1)</u>		6,999.712	A	<u>(1)</u>	12,535.624	D		
	Common Stock (Deferred Stock Units)	06/01/2006			D <u>(1)</u>		1,985.912	D	(1)	0	D		
	Common Stock	06/01/2006			D(1)		6,999.712	D	<u>(1)</u>	0	D		

Stock Units)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transacti Code (Instr. 8)	5. Number or 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)		8. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (Deferred Stock Units)	(2)	06/01/2006		A(3)	1,000	<u>(4)</u>	<u>(4)</u>	Common Stock	1,000	Ĺ

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NAPIER JAMES V 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	X						

Signatures

By: Amy M. Tucker, 06/05/2006 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)

Reporting Owners 2

Edgar Filing: NAPIER JAMES V - Form 4

Shares for the reporting person held under the Vulcan Materials Company Deferred Stock Plan for Nonemployee Directors or the Vulcan Materials Company Restricted Stock Plan for Nonemployee Directors have been combined under one security titled "Common Stock." The reflected transactions accomplish this purpose.

- (2) Convertible on a 1-for-1 basis.
- (3) Annual stock grant made to the reporting person under the Vulcan Materials Company 2006 Omnibus Long-Term Incentive Plan.
- Deferred Stock Units vest on June 1, 2009, following a three-year award period. Vested shares will be delivered to the reporting person on the last business day of March following the year in which the reporting person ceases to be a member of the Board of Directors, unless the reporting person has elected to defer payment of the award, or unless payment is made earlier due to the death or disability of the reporting person or a change in control of Vulcan. The fair market value of the award is not determinable until the payment date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.