Edgar Filing: VULCAN MATERIALS CO - Form 4

VULCAN MATERIALS (Form 4 July 17, 2006	CO										
FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 chick this box if no longer subject to Form 5 chick this box if no longer subject to Filed	EMENT O pursuant to S 17(a) of the	Wa F CHAN Section 1 Public U	nshington NGES IN SECUI 16(a) of th Jtility Hol	h, D.C. 20 BENEF RITIES ne Securi Iding Cor	9 549 ICIAL OV ties Exchar	COMMISSIO WNERSHIP OF nge Act of 1934 of 1935 or Sect 940	N OMB Number: Expires: Estimated burden hou response	urs per			
(Print or Type Responses)1. Name and Address of Report	ing Person <u>*</u>	2. Issue	er Name an	d Ticker or	Trading	5. Relationship	of Reporting Per	rson(s) to			
DESIMONE LIVIO D			Symbol VULCAN MATERIALS CO [VMC]				Issuer] (Check all applicable)				
(Last) (First) 1200 URBAN CENTER I	(Middle) DRIVE		of Earliest T Day/Year) 2006	ransaction		X_ Director Officer (gi below)	109	% Owner ner (specify			
(Street) BIRMINGHAM, AL 3524	42		endment, D onth/Day/Yea	-	ıl	Applicable Line) _X_ Form filed b Form filed by	y One Reporting P More than One R	erson			
(City) (State)	(Zip)	Tak	de I - Non-l	Dorivativa	Securities A	Person	of or Bonoficia	lly Owned			
1.Title of 2. Transaction D Security (Month/Day/Yea (Instr. 3)	ate 2A. Deem	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit	ies (A) or of (D)	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 Indirect			
Reminder: Report on a separate	line for each cl	lass of sec	urities bene	Perso inform requir	ns who res nation cont red to response anys a current	or indirectly. spond to the collection ained in this form ond unless the for htly valid OMB co	n are not orm	SEC 1474 (9-02)			

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securitie
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

Edgar Filing: VULCAN MATERIALS CO - Form 4

	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Phantom Stock (Deferred Compensation)	<u>(1)</u>	07/13/2006	A <u>(2)</u>		39.899		(3)	(3)	Common Stock	39.8
Phantom Stock (Deferred Compensation)	<u>(1)</u>	07/14/2006	A <u>(2)</u>		216.303		(3)	(3)	Common Stock	216.

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DESIMONE LIVIO D 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х							
Signatures								
By: Amy M. Tucker, Attorney-in-Fact		07/17/2006						

**Signature of Reporting Person

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).

Date

- (1) Convertible on a 1-for-1 basis.
- (2) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.
- (3) 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. 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.