#### **VULCAN MATERIALS CO**

Form 4

February 20, 2007

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

Washington, D.C. 20549 Check this box

3235-0287 Number: January 31,

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

Expires: 2005 Estimated average

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

burden hours per response... 0.5

may continue. See Instruction

obligations

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* FRANKLIN H ALLEN

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

VULCAN MATERIALS CO [VMC]

(Check all applicable)

(Last)

(First)

(Street)

1200 URBAN CENTER DRIVE

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

X\_ Director 10% Owner Other (specify Officer (give title

02/16/2007

below) 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

BIRMINGHAM, AL 35242

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

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)

Conversion or Exercise Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 **TransactionDerivative** Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V (A)	(D) Date Exer	cisable	Expiration Date	Title	Amount or Number of Share	
Phantom Stock (Deferred Compensation)	<u>(1)</u>	02/16/2007	A(2)	14.372		(3)	(3)	Common Stock	14.372	
Phantom Stock (Deferred Compensation)	<u>(1)</u>	02/18/2007	A(2)	14.27		(3)	(3)	Common Stock	14.27	
Phantom Stock (Deferred Compensation)	(1)	02/19/2007	A(2)	14.27		<u>(3)</u>	(3)	Common Stock	14.27	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
FRANKLIN H ALLEN							
1200 URBAN CENTER DRIVE	X						
BIRMINGHAM, AL 35242							

## **Signatures**

By: Amy M. Tucker, Attorney-in-Fact 02/20/2007

\*\*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) 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.

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