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VULCAN MATERL Form 4 June 05, 2007	ALS CO							
FORM 4 U	NITED STATES	-						
Section 16. Form 4 or Form 5	Filed pursuant to s ction 17(a) of the 30(h)	Expires: Estimated burden hou response	urs per					
(Print or Type Responses))							
1. Name and Address of NAPIER JAMES V	Reporting Person *	Symbol	d Ticker or Trading ERIALS CO [VM0	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First	, , , , , , , , , , , , , , , , , , ,	3. Date of Earliest 7 (Month/Day/Year) 06/01/2007	Fransaction	(Check all applicable) <u></u> Officer (give title <u></u> 10% Owner <u></u> Officer (give title <u>below</u>)				
(Stree BIRMINGHAM, AI		4. If Amendment, D Filed(Month/Day/Yea		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person _Form filed by More than One Reporting 				
(City) (State		Table I - Non-	Derivative Securities A	Person	f, or Beneficia	lly Owned		
1.Title of 2. Transac Security (Month/D (Instr. 3)	ction Date 2A. Deem ay/Year) Execution any (Month/D	ed 3. Date, if Transactio Code ay/Year) (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of Securities I Beneficially (Owned (6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect		
Reminder: Report on a se	parate line for each c	lass of securities bene	Persons who res	spond to the collect tained in this form	are not	SEC 1474 (9-02)		
				ond unless the for ntly valid OMB cor				

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	6. Date Exercisable and	7. Title and Amount of	8. Pri
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr

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Derivative Security			(A) or Dispose (D) (Instr. 3 and 5)				osed of r. 3, 4,					
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (Deferred Stock Units)	<u>(1)</u>	06/01/200	07		A <u>(2)</u>		1,000		<u>(3)</u>	(3)	Common Stock	1,000
Reporting Owners												
Reporting	Owner Name / A	Address		Relationships								
			Director	10% Owner	Officer	• (Other					

NAPIER JAMES V 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242

Signatures

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

**Signature of Reporting Person

06/05/2007

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

X

- ** 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.

(3)

(2) 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, 2010, 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.