

Sansone Daniel F  
 Form 3  
 May 17, 2005

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Sansone Daniel F		(Month/Day/Year)	VULCAN MATERIALS CO [VMC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/13/2005		
1200 URBAN CENTER DRIVE			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
BIRMINGHAM,Â ALÂ 35242			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
	(City)	(State)	Sr. VP & CFO	
	(Zip)			

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	24,003	D	Â
Common Stock (401k)	15,045	I	By 401(k)
Common Stock (Restricted Stock Units) <sup>(1)</sup>	11,259	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Performance Share Units	01/01/2006 <sup>(2)</sup>	Â <sup>(2)</sup>	Common Stock	3,600	\$ 0 <sup>(2)</sup>	D	Â
Performance Share Units	01/01/2007 <sup>(2)</sup>	Â <sup>(2)</sup>	Common Stock	3,000	\$ 0 <sup>(2)</sup>	D	Â
Performance Share Units	01/01/2008 <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock	2,300	\$ 0 <sup>(3)</sup>	D	Â
Stock Options (Right to Buy)	05/17/1997 <sup>(4)</sup>	05/17/2006	Common Stock	5,850	\$ 18.853	D	Â
Stock Options (Right to Buy)	02/14/1998 <sup>(4)</sup>	02/14/2007	Common Stock	19,875	\$ 21.313	D	Â
Stock Options (Right to Buy)	02/12/1999 <sup>(4)</sup>	02/12/2008	Common Stock	23,025	\$ 32.947	D	Â
Stock Options (Right to Buy)	02/11/2000 <sup>(4)</sup>	02/11/2009	Common Stock	17,775	\$ 45.167	D	Â
Stock Options (Right to Buy)	02/10/2001 <sup>(4)</sup>	02/10/2010	Common Stock	29,000	\$ 42.344	D	Â
Stock Options (Right to Buy)	02/09/2002 <sup>(4)</sup>	02/09/2011	Common Stock	19,000	\$ 44.9	D	Â
Stock Options (Right to Buy)	02/07/2003 <sup>(4)</sup>	02/07/2012	Common Stock	19,000	\$ 45.95	D	Â
Stock Options (Right to Buy)	01/01/2004 <sup>(5)</sup>	02/13/2013	Common Stock	15,000	\$ 31.465	D	Â
Stock Options (Right to Buy)	01/01/2005 <sup>(5)</sup>	02/12/2014	Common Stock	12,000	\$ 46.76	D	Â
Stock Options (Right to Buy)	01/01/2006 <sup>(5)</sup>	02/10/2015	Common Stock	14,000	\$ 57.095	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sansone Daniel F 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Â	Â	Â Sr. VP & CFO	Â

## Signatures

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

05/17/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted Stock Units which are convertible on a 1-for-1 basis.

Performance Share Units vest at January 1 following a three-year award period. At the end of the award period, the Compensation

(2) Committee determines the payment amount based on Company performance. The payment is made 50% in stock and 50% in cash on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

Performance Share Units vest at January 1 following a three-year award period. At the end of the award period, the Compensation

(3) Committee determines the payment amount based on Company performance. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

(4) The option vests over five years in 20% increments each year on the anniversary of the grant date.

(5) The option vests over five years in 20% increments each year on January 1 following the grant date.

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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