Edgar Filing: VULCAN MATERIALS CO - Form 4

VULCAN MATE Form 4 May 15, 2006	RIALS CO											
FORM 4										OMB A OMB Number:		PROVAL 3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). STATEMENT OF CHANGES IN 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 Sect 30(h) of the Investment Company Act of 1940									1,	Expires: January 2 Extimated average burden hours per response		
(Print or Type Respon	ses)											
1. Name and Address of Reporting Person <u>*</u> DESIMONE LIVIO D			2. Issuer Name and Ticker or Trading Symbol VULCAN MATERIALS CO [VMC]				5. Relationship of Reporting Person(s) to Issuer(Check all applicable)					
(Last) (First) (Middle) 1200 URBAN CENTER DRIVE			3. Date of Earliest Transaction(Month/Day/Year)05/12/2006				X_ Director 10% Owner Officer (give title Other (specify below) below)					
(Street) BIRMINGHAM, AL 35242			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
	State)	(Zip)						Person				
	nate)	(Ziþ)	Tab	ole I - Non-l			-	iired, Disposed			lly Owne	ed
	nsaction Date h/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispos (Instr.	red (A) or sed of (D) 3, 4 and 5) (A) or	Se Be Ov Fo Re Tr	Amount of curities eneficially wned illowing eported ansaction(s) astr. 3 and 4)	Fo (D (I)	Ownership rm: Direct) or Indirect str. 4)	7. Natur Indirect Benefici Ownersl (Instr. 4)	al 1ip
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	Per info req dis	rsons who r ormation co juired to res	respo ontain spond	ndirectly. nd to the coll ed in this for I unless the f v valid OMB c	m ai orm	re not	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		

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	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>	05/12/2006	A <u>(2)</u>		146.141		(3)	(3)	Common Stock	146.		

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		05/15/2006						
**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.