

VULCAN MATERIALS CO

Form 4

August 31, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
JAMES DONALD M

(Last) (First) (Middle)

1200 URBAN CENTER DRIVE

(Street)

BIRMINGHAM, AL 35242

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
VULCAN MATERIALS CO [VMC]3. Date of Earliest Transaction
(Month/Day/Year)
08/29/20064. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chairman & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	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 Beneficial Ownership (Instr. 4)
Common Stock	08/29/2006		M	1,400 A	\$ 21.31 223,533	D	
Common Stock	08/29/2006		S	200 D	\$ 77.52 223,333	D	
Common Stock	08/29/2006		S	1,200 D	\$ 77.5 222,133	D	
Common Stock	08/30/2006		M	13,600 A	\$ 21.31 235,733	D	
Common Stock	08/30/2006		S	1,300 D	\$ 77.75 234,433	D	

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Common Stock	08/30/2006	S	2,200	D	\$ 77.7	232,233	D
Common Stock	08/30/2006	S	300	D	\$ 77.69	231,933	D
Common Stock	08/30/2006	S	100	D	\$ 77.68	231,833	D
Common Stock	08/30/2006	S	100	D	\$ 77.65	231,733	D
Common Stock	08/30/2006	S	400	D	\$ 77.64	231,333	D
Common Stock	08/30/2006	S	1,100	D	\$ 77.62	230,233	D
Common Stock	08/30/2006	S	100	D	\$ 77.61	230,133	D
Common Stock	08/30/2006	S	300	D	\$ 77.6	229,833	D
Common Stock	08/30/2006	S	700	D	\$ 77.59	229,133	D
Common Stock	08/30/2006	S	200	D	\$ 77.58	228,933	D
Common Stock	08/30/2006	S	700	D	\$ 77.57	228,233	D
Common Stock	08/30/2006	S	300	D	\$ 77.56	227,933	D
Common Stock	08/30/2006	S	700	D	\$ 77.55	227,233	D
Common Stock	08/30/2006	S	200	D	\$ 77.54	227,033	D
Common Stock	08/30/2006	S	700	D	\$ 77.53	226,333	D
Common Stock	08/30/2006	S	1,600	D	\$ 77.52	224,733	D
Common Stock	08/30/2006	S	400	D	\$ 77.51	224,333	D
Common Stock	08/30/2006	S	2,200	D	\$ 77.5	222,133	D
Common Stock	08/30/2006	M	15,000	A	\$ 21.31	237,133	D
Common Stock	08/30/2006	F	4,131 <u>(1)</u>	D	\$ 77.38	233,002	D
	08/30/2006	F		D		228,497	D

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Common	4,505	\$
Stock	<u>(2)</u>	77.38

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

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(9-02)

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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 21.31	08/29/2006		M	1,400	02/14/1998 ⁽³⁾ 02/14/2007	Common Stock 1,400
Stock Options (Right to Buy)	\$ 21.31	08/30/2006		M	13,600	02/14/1998 ⁽³⁾ 02/14/2007	Common Stock 13,600
Stock Options (Right to Buy)	\$ 21.31	08/30/2006		M	15,000	02/14/1998 ⁽³⁾ 02/14/2007	Common Stock 15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAMES DONALD M 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	X		Chairman & CEO	

Signatures

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

08/31/2006

__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) Mature VMC shares deemed tendered for option exercise price.
- (2) Shares withheld by Company for tax withholding.
- (3) The option vests over five years in 20% increments each year on the anniversary of 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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