

RICE DONALD B  
Form 4  
June 05, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RICE DONALD B

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  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/01/2006

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

BIRMINGHAM, AL 35242  
(City) (State) (Zip)

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

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 (A) 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)
			Code	V Amount (D) Price			
Common Stock	06/01/2006		A <sup>(1)</sup>	1,985.912 A 1	23,935.912	D	
Common Stock	06/01/2006		A <sup>(1)</sup>	6,999.712 A 1	30,935.624	D	
Common Stock (Deferred Stock Units)	06/01/2006		D <sup>(1)</sup>	1,985.912 D 1	0	D	
Common Stock (Restricted)	06/01/2006		D <sup>(1)</sup>	6,999.712 D 1	0	D	

Stock  
Units)

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

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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 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 (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)	8. Price or Amount of Derivative Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares
Phantom Stock (Deferred Stock Units)	(2)	06/01/2006		A(3)	1,000	(4) (4)	Common Stock	1,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICE DONALD B 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242		X		

**Signatures**

By: Amy M. Tucker, 06/05/2006  
Attorney-in-Fact  
\*\*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)

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Shares for the reporting person held under the Vulcan Materials Company Deferred Stock Plan for Nonemployee Directors or the Vulcan Materials Company Restricted Stock Plan for Nonemployee Directors have been combined under one security titled "Common Stock." The reflected transactions accomplish this purpose.

(2) Convertible on a 1-for-1 basis.

(3) 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, 2009, 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.

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