

VULCAN MATERIALS CO  
Form 8-K  
February 01, 2006

**SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**FORM 8-K**

**Current Report Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 31, 2006

**VULCAN MATERIALS COMPANY**  
(Exact name of registrant as specified in its charter)

**New Jersey**  
(State or other jurisdiction of  
incorporation)

**I-4033**  
(Commission File Number)

**63-0366371**  
(IRS Employer Identification No.)

**1200 Urban Center Drive**  
**Birmingham, Alabama 35242**  
(Address of principal executive offices) (zip code)

**(205) 298-3000**  
Registrant's telephone number, including area code:

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

The Registrant's earnings release dated January 31, 2006, regarding its fourth quarter and full year financial results for 2005 is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(c)

Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Earnings Release dated January 31, 2006.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed by the undersigned, thereunto duly authorized.

**VULCAN MATERIALS COMPANY**

Date: January 31, 2006

By: /s/ William F. Denson, III

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William F. Denson, III

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