### Edgar Filing: VULCAN MATERIALS CO - Form 4

VULCAN MA Form 4 February 17, 2	ATERIALS CO 2005								
FORM	<b>4</b> UNITED	STATES	SECUI	RITIES A	AND EX	CHANGE	COMMISSIO		PPROVAL
Check this if no longer		AENT OI		shington			WNERSHIP OF	Number: Expires:	3235-0287 January 31, 2005
subject to Section 16. Form 4 or				SECUI		ICIAL U	WNEKSHIP OF	Estimated burden hou response	urs per
Form 5 obligations may contin <i>See</i> Instruct 1(b).	ue. Section 17(	a) of the H	Public U	tility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940	·	
(Print or Type Re	sponses)								
	dress of Reporting R DOUGLAS J	Person <sup>*</sup>	Symbol	er Name <b>an</b> o			5. Relationship o Issuer	of Reporting Per	son(s) to
(Lest)	(First)	Middle)		AN MAT		CO [VMC	[] (Cho	eck all applicabl	e)
(Last) 1200 URBAN	(First) (1	,		Day/Year)	ransaction		X Director Officer (giv below)		% Owner her (specify
BIRMINGHA	(Street) AM, AL 35242			endment, D nth/Day/Yea	-	ıl			erson
(City)	(State)	(Zip)	Tab	le I - Non-l	Dorivativa	Securities A	Person	of or Boneficia	lly Owned
1.Title of 2.	Transaction Date Month/Day/Year)	2A. Deeme	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	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
Reminder: Repor	t on a separate line	e for each cla	ass of sect	urities bene	Perso inform requir	ns who res nation cont red to resp nys a curre	or indirectly. spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	6. Date Exercisable and	7. Title and Amount of
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

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	Derivative Security				(A) or Disposed (D) (Instr. 3, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (Deferred Compensation)	\$ 0 <u>(1)</u>	02/15/2005	A <u>(2)</u>		26.77		(3)	(3)	Common Stock	26.77

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
MCGREGOR DOUGLAS J 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х				
Signatures					
By: Amy M. Tucker, Attorney-in-Fact		02/17/2005			
<u>**</u> 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. es:

- \* 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) SARs vest ratably over a five year period.

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