

JAMES DONALD M
Form 4
February 14, 2005

FORM 4

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

OMB APPROVAL

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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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

VULCAN MATERIALS CO [VMC]

(Check all applicable)

(Last) (First) (Middle)

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

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

1200 URBAN CENTER DRIVE

02/10/2005

Chairman & CEO

(Street)

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

BIRMINGHAM, AL 35242

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock				(A) or (D)	44,344	D	
Common Stock (401k)				(A) or (D)	13,438	I	By 401(k)
Common Stock (Restricted Stock Units)				(A) or (D)	107,519	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Share Units	\$ 0 ⁽²⁾	02/10/2005		A	36,000	01/01/2008 ⁽²⁾	⁽²⁾	Common Stock
Stock Options (Right to Buy)	\$ 57.095	02/10/2005		A	146,000	01/01/2006 ⁽³⁾	02/10/2015	Common Stock
Performance Share Units	\$ 0 ⁽²⁾					01/01/2007 ⁽²⁾	⁽²⁾	Common Stock
Phantom Stock (Deferred Compensation)	\$ 0 ⁽⁴⁾					⁽⁵⁾	⁽⁵⁾	Common Stock
Stock Options (Right to Buy)	\$ 18.853					05/17/1997 ⁽⁶⁾	05/17/2006	Common Stock
Stock Options (Right to Buy)	\$ 21.313					02/14/1998 ⁽⁶⁾	02/14/2007	Common Stock
Stock Options (Right to Buy)	\$ 32.947					02/12/1999 ⁽⁶⁾	02/12/2008	Common Stock
Stock Options (Right to Buy)	\$ 45.167					02/11/2000 ⁽⁶⁾	02/11/2009	Common Stock
Stock Options (Right to Buy)	\$ 42.344					02/10/2001 ⁽⁶⁾	02/10/2010	Common Stock
Stock Options (Right to Buy)	\$ 44.9					02/09/2002 ⁽⁶⁾	02/09/2011	Common Stock
Stock Options (Right to Buy)	\$ 45.95					02/07/2003 ⁽⁶⁾	02/07/2012	Common Stock
Stock Options (Right to Buy)	\$ 31.465					01/01/2004 ⁽³⁾	02/13/2013	Common Stock
Stock Options (Right to Buy)	\$ 46.76					01/01/2005 ⁽³⁾	02/12/2014	Common Stock

