

ROSENWALD BRADLEY C
Form 5
February 14, 2005

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ROSENWALD BRADLEY C

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
VULCAN MATERIALS CO [VMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

1200 URBAN CENTER DRIVE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Chemicals

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

6. Individual or Joint/Group Reporting

(check applicable line)

BIRMINGHAM, AL 35242

Form Filed by One Reporting Person
____ Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock (401k) | Â | Â | Â | Â | 6,516 | I | By 401(k) |
| Common Stock (Restricted Stock Units) <u>(1)</u> | Â | Â | Â | Â | 7,255 | D | Â |

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

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SEC 2270 (9-02)

the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|------------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Performance Share Units | \$ 0 ⁽²⁾ | Â | Â | Â | Â | Â | 01/01/2007 ⁽²⁾ | Â ⁽²⁾ | Common Stock | 5,1 |
| Stock Options (Right to Buy) | \$ 18.853 | Â | Â | Â | Â | Â | 05/17/1997 ⁽³⁾ | 05/17/2006 | Common Stock | 6,3 |
| Stock Options (Right to Buy) | \$ 21.313 | Â | Â | Â | Â | Â | 02/14/1998 ⁽³⁾ | 02/14/2007 | Common Stock | 7,8 |
| Stock Options (Right to Buy) | \$ 32.947 | Â | Â | Â | Â | Â | 02/12/1999 ⁽³⁾ | 02/12/2008 | Common Stock | 7,7 |
| Stock Options (Right to Buy) | \$ 45.167 | Â | Â | Â | Â | Â | 02/11/2000 ⁽³⁾ | 02/11/2009 | Common Stock | 5,9 |
| Stock Options (Right to Buy) | \$ 42.344 | Â | Â | Â | Â | Â | 02/10/2001 ⁽³⁾ | 02/10/2010 | Common Stock | 6,7 |
| Stock Options (Right to Buy) | \$ 44.9 | Â | Â | Â | Â | Â | 02/09/2002 ⁽³⁾ | 02/09/2011 | Common Stock | 4,9 |
| Stock Options (Right to Buy) | \$ 45.95 | Â | Â | Â | Â | Â | 02/07/2003 ⁽³⁾ | 02/07/2012 | Common Stock | 16, |

Buy)

Stock

Options
(Right to
Buy)

\$ 31.465 Â

Â

Â

Â

Â

01/01/2004⁽⁴⁾

02/13/2013

Common
Stock

11,

Stock

Options
(Right to
Buy)

\$ 46.76 Â

Â

Â

Â

Â

01/01/2005⁽⁴⁾

02/12/2014

Common
Stock

10,

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSENWALD BRADLEY C 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242 | Â | Â | Â President, Chemicals | Â |

Signatures

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

02/14/2005

__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) Restricted Stock Units which are convertible on a 1-for-1 basis.

Performance Share Units vest at January 1 following a three-year award period. At the end of the award period, the Compensation

(2) Committee determines the payment amount based on Company performance. The payment is made 50% in stock and 50% in cash on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

(3) The option vests over five years in 20% increments each year on the anniversary of the grant date.

(4) The option vests over five years in 20% increments each year on January 1 following the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.