Edgar Filing: VULCAN MATERIALS CO - Form 4

VULCAN MATERIALS CO Form 4 May 14, 2007		
FORM 4 UNITED ST Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursus	CATES SECURITIES AND EXCH Washington, D.C. 20549 ENT OF CHANGES IN BENEFICI SECURITIES ant to Section 16(a) of the Securities of the Public Utility Holding Compa 30(h) of the Investment Company A	AL OWNERSHIP OF Exchange Act of 1934, ny Act of 1935 or Section ALOWNERSHIP OF Exchange Act of 1934, ny Act of 1935 or Section Aumber: 3235-0287 Number: January 31, Expires: 2005 Estimated average burden hours per response 0.5
(Print or Type Responses)		
1. Name and Address of Reporting Per SMITH ORIN R	rson [*] 2. Issuer Name and Ticker or Tra Symbol VULCAN MATERIALS CC	Issuer
(Last) (First) (Mid 1200 URBAN CENTER DRIV	ldle) 3. Date of Earliest Transaction (Month/Day/Year)	(Check all applicable) <u>X</u> Director <u>Officer (give title</u> 10% Owner <u>Director</u> Other (specify below)
(Street) BIRMINGHAM, AL 35242	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting
(City) (State) (Zi	p) Table I. Non Derivetine See	Person
1.Title of Security2. Transaction Date (Month/Day/Year)2.4(Instr. 3)an	A. Deemed 3. 4. Securities A. Deemed 3. 4. Securities A. Securities A. Securities A. Securities TransactionAcquired (A) and Code Disposed of (A) Month/Day/Year) (Instr. 8) (Instr. 3, 4 and (A) or	D) Beneficially (D) or Indirect Beneficial 15) Owned (I) Ownership Following (Instr. 4) (Instr. 4) Reported
Reminder: Report on a separate line for	r each class of securities beneficially owned	directly or indirectly.
	informati required	who respond to the collection of SEC 1474 on contained in this form are not (9-02) to respond unless the form a currently valid OMB control

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	onof 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 Dispose (D) (Instr. 3, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (Deferred Compensation)	<u>(1)</u>	05/11/2007	A <u>(2)</u>		34.05		(3)	(3)	Common Stock	34.05

Reporting Owners

Reporting Owner Name / Address				
FB (and) and	Director	10% Owner	Officer	Other
SMITH ORIN R 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х			
Signatures				
By: Amy M. Tucker, Attorney-in-Fact		05/14/2007		
<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.