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RICE DONA	LD B										
Form 4 June 03, 2005											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMMISSION	OMB APPROVAL OMB 3235-0 Number:		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed pursu Filed pursu Source. Section 17(a)	uant to S) of the P	CHANG ection 16 Public Uti	GES IN B SECURI	SENEFI TIES Securiti	CIA es E pany	xchange Act of 1	ERSHIP OF Act of 1934, 1935 or Section	Expires: Estimated a burden hour response		
			Symbol	Name and T]	5. Relationship of Reporting Person(s) to Issuer			
(M			3. Date of Earliest Transaction (Month/Day/Year) 06/01/2005					(Check all applicable) <u>X</u> Director <u>Officer (give title</u> below) <u>Director</u> <u>below</u> Other (specify <u>below</u>)			
				dment, Date h/Day/Year)	e Original			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State) (Z	Zip)	Table	I - Non-De	erivative S	Securi	ties Acqu	ired, Disposed of,	or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactio Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock (Restricted Stock Units)	06/01/2005			Code V $A^{(2)}$	Amount 1,000	(D) A	Price \$ 54.485	6,873.91	D		
Common Stock								21,950	D		
Common Stock (Deferred Stock Units)								1,950.22	D		

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

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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. Transactiv Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (Deferred Compensation)	\$ 0 <u>(3)</u>					(4)	<u>(4)</u>	Common Stock	7,157.913

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
RICE DONALD B 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х			
Signatures				
By: Amy M. Tucker, Attorney-in-Fact		06/03/2005		
**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.
- (2) Annual stock grant made to the reporting person under the Vulcan Materials Company Restricted Stock Plan for Nonemployee Directors.
- (3) Convertible on a 1-for-1 basis.
- (4) 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.

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