### Edgar Filing: DESIMONE LIVIO D - Form 4

DESIMONE LIV	IO D										
Form 4											
September 29, 200	)6							0145.4			
FORM 4	UNITED	статес	SECU	DITIES				N.T.	PPROVAL		
Washington							N OMB Number:	3235-02			
Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires: January Estimated average burden hours per response		
obligations	-	a) of the H	Public U	tility Hol	ding Co		nge Act of 1934, of 1935 or Secti 1940				
(Print or Type Respon	ses)										
1. Name and Address of Reporting Person <u>*</u> DESIMONE LIVIO D			2. Issuer Name <b>and</b> Ticker or Trading Symbol VULCAN MATERIALS CO [VM0				5. Relationship of Reporting Person(s) to Issuer				
(Last) (l	First) (1	Middle)	3 Date o	of Earliest T	ransactio	- 1	- (Ch	eck all applicabl	e)		
1200 URBAN CENTER DRIVE			(Month/Day/Year) 09/27/2006			Officer (give title 10% Owner Officer (give title Other (specify below)					
			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>					
BIRMINGHAM,	AL 35242						Form filed by Person	More than One R	eporting		
(City) (S	State)	(Zip)	Tab	le I - Non-	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	nsaction Date h/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	Dispose (Instr. 3,	d (A) or d of (D) .4 and 5) (A) or	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)		
D 11 D			2			. ,					
Reminder: Report on	a separate line	tor each cla	ass of sect	urities bene	Pers infor requ	ons who res mation con ired to resp lays a curre	or indirectly. spond to the colle tained in this forr ond unless the fo ntly valid OMB co	n are not orm	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 of	6. Date Exercisable and	7. Title and Amount o
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	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 (A)		

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	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Phantom Stock (Deferred Compensation)	<u>(1)</u>	09/27/2006	A <u>(2)</u>		19.407		(3)	(3)	Common Stock	19.40′

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DESIMONE LIVIO D 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х							
Signatures								
By: Amy M. Tucker, Attorney-in-Fact		09/29/2006						
**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.