Edgar Filing: SMITH ORIN R - Form 4

SMITH ORI Form 4	N R						
September 2	9, 2006						
FORM	14			~~~~	OMB A	PPROVAL	
	UNITED		CURITIES AND EXCHANGE (Washington, D.C. 20549	OMB Number:	3235-0287		
Check th if no long subject to Section 1 Form 4 o Form 5	ger STATEN 6. r						
obligatio may cont <i>See</i> Instru 1(b).	1						
(Print or Type I	Responses)						
1. Name and Address of Reporting Person <u>*</u> SMITH ORIN R			ssuer Name and Ticker or Trading bol LCAN MATERIALS CO [VMC]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 1200 URBAN CENTER DRIVE			ate of Earliest Transaction nth/Day/Year) 27/2006				
(Street)			Amendment, Date Original l(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 			
BIRMINGH	IAM, AL 35242			Person	ore than one ro	eporting	
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Action	quired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Ye	if TransactionAcquired (A) or Code Disposed of (D) ar) (Instr. 8) (Instr. 3, 4 and 5) (A)	Securities Fe Beneficially (I Owned (I	Ownership orm: Direct D) or Indirect) nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Rep	ort on a separate line	for each class of	securities beneficially owned directly or	indirectly.			
	1		Persons who resp information conta required to respor displays a current number.	oond to the collect ined in this form a nd unless the form	are not n	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	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		

	Derivative Security				(A) orDisposed(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>	09/27/2006	A <u>(2)</u>		9.703		<u>(3)</u>	(3)	Common Stock	9.703

Reporting Owners

Reporting Owner Name / Address		Relationsh		
	Director	10% Owner	Officer	Other
SMITH ORIN R 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.