### Edgar Filing: VULCAN MATERIALS CO - Form 4

VULCAN MATERIALS Form 4 October 16, 2006	S CO									
	FED STATES			AND EX , D.C. 20		COMMISSIO	-	PPROVAL 3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT 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							Estimated burden hou response	urs per		
(Print or Type Responses)										
1. Name and Address of Rep FRANKLIN H ALLEN	2. Issuer Name <b>and</b> Ticker or Trading Symbol VULCAN MATERIALS CO [VMC			Issuer						
(Last) (First) 1200 URBAN CENTER	3. Date of Earliest Transaction (Month/Day/Year) 10/12/2006				(Check all applicable) <u></u> Director <u></u> Officer (give title below) below) <u></u> Other (specify below)					
(Street) 4. If Amendmen Filed(Month/Day BIRMINGHAM, AL 35242				ay/Year) Applicable Line) _X_ Form filed by 0 Form filed by N				oint/Group Filing(Check One Reporting Person More than One Reporting		
(City) (State)	(Zip)	Table I -	Non-l	Derivative	Securities A	Person Cquired, Disposed	of, or Beneficia	lly Owned		
	Date 2A. Deem (ear) Execution any (Month/D	ed 3. Date, if Trar Cod ay/Year) (Inst	nsactio e tr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	es (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect		
Reminder: Report on a separa	te line for each cl	lass of securities	s bene:	Perso inform requir	ns who rest nation cont ed to respo ys a curre	or indirectly. spond to the colle ained 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
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securitie
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

#### Edgar Filing: VULCAN MATERIALS CO - Form 4

	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Phantom Stock (Deferred Compensation)	<u>(1)</u>	10/12/2006	A <u>(2)</u>		76.809		(3)	(3)	Common Stock	76.8
Phantom Stock (Deferred Compensation)	<u>(1)</u>	10/13/2006	A <u>(2)</u>		245.658		(3)	(3)	Common Stock	245.0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer Oth					
FRANKLIN H ALLEN 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х							
Signatures								
By: Amy M. Tucker, Attorney-in-Fact		10/16/2006						

\*\*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.