VULCAN MATERIALS CO

Form 4

December 11, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Number:

OMB APPROVAL

Washington, D.C. 20549

3235-0287

0.5

if no longer subject to Section 16.

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * FRANKLIN H ALLEN

1200 URBAN CENTER DRIVE

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

VULCAN MATERIALS CO [VMC]

(Check all applicable)

(Last)

(City)

1.Title of

Security

(Instr. 3)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Code

(Instr. 8)

X_ Director 10% Owner

12/08/2006

Other (specify Officer (give title below)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Issuer

BIRMINGHAM, AL 35242

(State) (Zip)

2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially

Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

Following Reported (A)

Transaction(s) or

Code V Amount (D) Price

(Instr. 3 and 4)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount 4 Derivative Security Conversion (Month/Day/Year) Execution Date, if **TransactionDerivative Expiration Date** Underlying Securitie (Instr. 3) or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or

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	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)	(1)	12/08/2006	A(2)		216.726		(3)	(3)	Common Stock	216.7

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FRANKLIN H ALLEN
1200 URBAN CENTER DRIVE X
BIRMINGHAM, AL 35242

Signatures

By: Amy M. Tucker, Attorney-in-Fact

**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.

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