NAPIER JA Form 5	MES V											
February 13	, 2007											
FORM	-								OMB AF	PPROVAL		
Check thi no longer	RITIES AND EXCHANGE COMMISSION shington, D.C. 20549 ENT OF CHANGES IN BENEFICIAL RSHIP OF SECURITIES 6(a) of the Securities Exchange Act of 1934,					Number: Expires:	3235-0362 January 31,					
to Section Form 4 or 5 obligati may cont <i>See</i> Instru						Expires: 2005 Estimated average burden hours per response 1.0						
1(b). Form 3 H Reported Form 4 Transacti Reported	Ioldings Section 17(a	a) of the P	ublic Ut		ig Compa	any A	ct of	1935 or Section	1			
NAPIER JAMES V Symbol			Name and Ticker or Trading 5. Relationship o Issuer					f Reporting Person(s) to				
(Last) (First) (Middle) 3. Statem (Month/I			3. Statement for Issuer's Fiscal Year Ended				-	(Check all applicable)				
				Day/Year)				X_ Director 10% Owner Officer (give title Other (specify				
12/31/2 1200 URBAN CENTER DRIVE				2006 <u>—</u> Officer (giv below)					e title Other (specify below)			
(Street) 4. If Ame			endment, Date Original 6. onth/Day/Year)			6. Individual or Joint/Group Reporting						
								(check	applicable line)	)		
BIRMINGI	HAM, AL 3524	42						_X_ Form Filed by C Form Filed by M Person				
(City)	(State)	(Zip)	Tabl	e I - Non-Der	ivative Sec	curitie	s Acqu	ired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		)	5. Amount of Securities Beneficially Owned at end of Issuer's	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
						(A) or		Fiscal Year (Instr. 3 and 4)	(1150.4)	(11130. 4)		
					Amount	(D)	Price	(msu: 5 und 1)				
Common Stock	Â	Â		Â	Â	Â	Â	12,658.824	D	Â		
-	port on a separate line eficially owned directly			contained i	n this for	m are	e not re	llection of infor equired to respo alid OMB contro	ond unless	SEC 2270 (9-02)		
	Table			ırities Acquir , warrants, or				neficially Owned				

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities

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(Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Phantom Stock (Deferred Compensation)	\$ 0 <u>(1)</u>	Â	Â	Â	Â	Â	(2)	(2)	Common Stock	8,577.9
Phantom Stock (Deferred Stock Units)	\$ 0 <u>(1)</u>	Â	Â	Â	Â	Â	( <u>3)</u>	(3)	Common Stock	1,014

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
, or the second s	Director	10% Owner	Officer	Other				
NAPIER JAMES V 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	ÂX	Â	Â	Â				
Signatures								
By: Amy M. Tucker, Attorney-in-Fact	(	02/13/2007						

\*\*Signature of Reporting Person

## **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) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

Date

(3) Deferred Stock Units vest on June 1, 2009, following a three-year award period. Vested shares will be delivered to the reporting person on the last business day of March following the year in which the reporting person ceases to be a member of the Board of Directors, unless the reporting person has elected to defer payment of the award, or unless payment is made earlier due to the death or disability of the reporting person or a change in control of Vulcan. The fair market value of the award is not determinable until the payment date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.