Edgar Filing: BAKER JOHN D II - Form 4

BAKER JOI Form 4	HN D II								
March 06, 2	008								
FORM	14 UNITED	STATES SI	CUDITIES A	ND EVCHANCE	COMMISSION		PPROVAL		
	UNITED	STATES SI		CURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549			3235-0287		
Check th if no long			0 /	Expires:	January 31,				
subject to Section 1 Form 4 c	51AIEN 16.	MENT OF C	Estimated burden hou response	irs per					
Form 5 obligations may continue. See Instruction 1(b). 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									
(Print or Type]	Responses)								
1. Name and Address of Reporting Person <u>*</u> BAKER JOHN D II			2. Issuer Name and mbol ulcan Materials	-	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (I	Middle) 3.	Date of Earliest Tr	ansaction	(Check all applicable)				
1200 URBAN CENTER DRIVE			Ionth/Day/Year) 3/04/2008		X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street)		If Amendment, Da led(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 				
BIRMING	HAM, AL 35242				Person		eporting		
(City)	(State)	(Zip)	Table I - Non-D	erivative Securities A	cquired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	te, if Transaction Code Year) (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	Securities Energicially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V		. ,				
Reminder: Rep	port on a separate line	e for each class	of securities benefi	icially owned directly o	-	tion of C	NEC 1474		
				Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.					
			a						

 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		

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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)	<u>(1)</u>	03/04/2008	A <u>(2)</u>		170.491		(3)	(3)	Common Stock	170.4

Reporting Owners

Reporting Owner Name / Address	Relationships						
hepotoing o when thank i that ess	Director	10% Owner	Officer	Other			
BAKER JOHN D II 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х						
Signatures							
By: Amy M. Tucker, Attorney-in-Fact		03/06/2008					
**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.