Edgar Filing: DESIMONE LIVIO D - Form 4

DESIMONE LIVIO D												
Form 4												
January 26, 2006												
FORM 4 UNITE						~ ~ ~			OMB APPROVAL			
UNITE	D STATES		RITIES A shington			GE CO	OMMISSIO)N	OMB Number:	3235-	0287	
Check this box if no longer STATEMENT OF CHANCES IN BENEFICIAL OWNERSHIP OF							F	Expires: January 3 200				
subject to Section 16. SECURITIES Form 4 or									Estimated average burden hours per response			
Form 4 orresponse0.5Form 5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,0.5obligationsSection 17(a) of the Public Utility Holding Company Act of 1935 or Section0.5See Instruction30(h) of the Investment Company Act of 19401940											0.0	
(Print or Type Responses)												
1. Name and Address of Reportin DESIMONE LIVIO D	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer						
VULCAN MATERIALS CO [VMC]							heck	ck all applicable)				
(Last) (First) (Middle) 3. Date of Earliest (Month/Day/Year				Transacti					e title Other (specify			
1200 URBAN CENTER D	RIVE	01/24/2	2006				below)	ive u	below)	lei (specify		
			I. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person					
BIRMINGHAM, AL 3524	2						Form filed by Person	у Мс	ore than One R	eporting		
(City) (State)	(Zip)	Tab	ole I - Non-	Derivati	ve Securities	es Acqu	iired, Disposed	l of,	or Beneficia	lly Owne	d	
1.Title of Security (Instr. 3)2. Transaction Da (Month/Day/Year		Date, if	3. Transactio Code (Instr. 8)	Dispos		Se Be Ov Fo Re Tra	Amount of curities eneficially wned illowing eported ansaction(s)	Fo (D (I)	Ownership rm: Direct) or Indirect (str. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al	
			Code V	Amou		ice (In	str. 3 and 4)					
Reminder: Report on a separate l	ne for each c	lass of sec	urities bene	ficially	owned directl	ly or in	directly.					
				info req dis	ormation co uired to res	ontain spond	nd to the coll ed in this for I unless the for valid OMB c	m a orm	re not	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 o
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	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 (A)		

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	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)						
			Co	de V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Phantom Stock (Deferred Compensation)	<u>(1)</u>	01/24/2006	A	2)	21.767		(3)	(3)	Common Stock	21.76

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
DESIMONE LIVIO D 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х							
Signatures								
By: Amy M. Tucker, Attorney-in-Fact		01/26/2006						
**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.