Edgar Filing: FARMER PHILLIP W - Form 4

FARMER PHILL	JP W											
Form 4 February 01, 2006	5											
									OMB A	PPROV	AL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> 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								Expires: Janua Estimated average burden hours per response		1ry 31, 2005 0.5	
(Print or Type Respon	nses)											
1. Name and Address of Reporting Person <u>*</u> FARMER PHILLIP W			2. Issuer Name and Ticker or Trading Symbol VULCAN MATERIALS CO [VMC			5. Relationship of Reporting Person(s) to IssuerC] (Check all applicable)						
(Last) (1200 URBAN CI	, ,	Middle) IVE		of Earliest Ti Day/Year) 2006	ransaction		X Director Officer (giv below)		109	6 Owner er (specify	7	
(S BIRMINGHAM,	Street)			endment, Da onth/Day/Year	-		6. Individual or Applicable Line) _X_ Form filed by Form filed by	y One	Reporting Po	erson		
		(Zin)					Person					
(City) (S	State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	cquired, Disposed	of, o	r Beneficia	lly Owne	d	
	nsaction Date th/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8) Code V	Disposed of (Instr. 3, 4	A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	For (D) (I)	wnership n: Direct or Indirect tr. 4)	7. Natur Indirect Benefici Ownersh (Instr. 4)	al 11p	
Reminder: Report on	a separate line	e for each cla	ass of sec	urities benef	icially own	ed directly o	or indirectly.					
					inform require	ation cont ed to respo ys a currer	pond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are orm	e 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	Derivative	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)						
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Phantom Stock (Deferred Compensation)	<u>(1)</u>	01/30/2006	A <u>(2)</u>		21.674		(3)	(3)	Common Stock	21.674

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FARMER PHILLIP W 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х							
Signatures								
By: Amy M. Tucker, Attorney-in-Fact		02/01/2006						
**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.