#### TROSINO VINCENT J

Form 4 June 05, 2006

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * TROSINO VINCENT J			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			VULCAN MATERIALS CO [VMC]				C]	(Check all applicable)			
(Last)	(First) (M	fiddle) 3	3. Date of Earliest Transaction					(Chon an approach)			
1200 LIDD AN CENTED DDIVE			(Month/Day/Year)				_	X Director Officer (give ti		Owner r (specify	
1200 URBAN CENTER DRIVE			06/01/2006				be	elow)	below)	r (speerly	
	(Street)	4. If Amendment, Date Original				6.	6. Individual or Joint/Group Filing(Check				
				Filed(Month/Day/Year)				Applicable Line) _X_Form filed by One Reporting Person			
BIRMINGHAM, AL 35242							_	Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	I - Non-D	erivative Secu	rities A	Acquir	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired ( Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			ed (A)	Securities Ownership Inc Beneficially Form: Be Owned Direct (D) Ov Following or Indirect (In Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	06/01/2006			A(1)	2,058.549	A	(1)	6,058.549	D		
Common Stock (Restricted Stock Units)	06/01/2006			D <u>(1)</u>	2,058.549	D	(1)	0	D		

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

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#### number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number owf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (courities (Month/Day/Year) cquired (A) or isposed of (D) (D) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (Deferred Stock Units)	(2)	06/01/2006		A(3)	1,000	<u>(4)</u>	<u>(4)</u>	Common Stock	1,000	<u>(</u>

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
·r···	Director	10% Owner	Officer	Other		
TROSINO VINCENT J 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	X					

# **Signatures**

By: Amy M. Tucker, Attorney-in-Fact 06/05/2006

\*\*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).
- Shares for the reporting person held under the Vulcan Materials Company Deferred Stock Plan for Nonemployee Directors or the Vulcan (1) Materials Company Restricted Stock Plan for Nonemployee Directors have been combined under one security titled "Common Stock." The reflected transactions accomplish this purpose.
- (2) Convertible on a 1-for-1 basis.
- (3) Annual stock grant made to the reporting person under the Vulcan Materials Company 2006 Omnibus Long-Term Incentive Plan.
- 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.

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