

McAbee Ronald G  
 Form 4/A  
 May 24, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 \*  
 McAbee Ronald G

2. Issuer Name and Ticker or Trading Symbol  
 VULCAN MATERIALS CO [VMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1200 URBAN CENTER DRIVE  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/22/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President, Western Division

BIRMINGHAM, AL 35242

4. If Amendment, Date Original Filed(Month/Day/Year)  
 05/24/2007

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/22/2007		M		5,250 A \$ 32.947	40,483	D
Common Stock	05/22/2007		S		200 D \$ 115.27	40,283	D
Common Stock	05/22/2007		S		100 D \$ 115.29	40,183	D
Common Stock	05/22/2007		S		300 D \$ 115.32	39,883	D
Common Stock	05/22/2007		S		100 D \$ 115.35	39,783	D

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Common Stock	05/22/2007	S	1,800	D	\$ 115.4	37,983	D
Common Stock	05/22/2007	S	125	D	\$ 115.48	37,858	D
Common Stock	05/22/2007	S	100	D	\$ 115.53	37,758	D
Common Stock	05/22/2007	S	100	D	\$ 115.7	37,658	D
Common Stock	05/22/2007	S	100	D	\$ 115.71	37,558	D
Common Stock	05/22/2007	S	200	D	\$ 115.72	37,358	D
Common Stock	05/22/2007	S	100	D	\$ 115.73	37,258	D
Common Stock	05/22/2007	S	25	D	\$ 115.76	37,233	D
Common Stock	05/22/2007	S	100	D	\$ 115.765	37,133	D
Common Stock	05/22/2007	S	100	D	\$ 115.78	37,033	D
Common Stock	05/22/2007	S	300	D	\$ 115.785	36,733	D
Common Stock	05/22/2007	S	100	D	\$ 115.79	36,633	D
Common Stock	05/22/2007	S	300	D	\$ 115.792	36,333	D
Common Stock	05/22/2007	S	200	D	\$ 115.8	36,133	D
Common Stock	05/22/2007	S	100	D	\$ 115.81	36,033	D
Common Stock	05/22/2007	S	225	D	\$ 115.86	35,808	D
Common Stock	05/22/2007	S	400	D	\$ 115.87	35,408	D
Common Stock	05/22/2007	S	100	D	\$ 115.88	35,308	D
Common Stock	05/22/2007	S	75	D	\$ 115.92	35,233	D

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474  
(9-02)

