### Edgar Filing: BADGETT GUY M III - Form 4

### **BADGETT GUY M III**

Form 4

February 14, 2005

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

OMB Number:

3235-0287

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or

**SECURITIES** 

Estimated average burden hours per

Form 5 obligations may continue.

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

response...

See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BADGETT GUY M III** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

VULCAN MATERIALS CO [VMC]

(Check all applicable)

Sr. VP, Construction Materials

(Last)

(City)

(First)

(Street)

(State)

(Zip)

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner \_X\_\_ Officer (give title

1200 URBAN CENTER DRIVE 02/10/2005

Other (specify below)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

BIRMINGHAM, AL 35242

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

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)

Reported (A) Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

Common 23,645.838 D Stock

Common 35,708 Ι By 401(k) Stock (401k)

Common Stock

18,872 D (Restricted

Stock Units)

(1)

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

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SEC 1474 (9-02)

# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. Number of corDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisal Expiration Date (Month/Day/Yea		7. Title and A Underlying S (Instr. 3 and	Secu
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Performance Share Units	\$ 0 (2)	02/10/2005		A	4,300	01/01/2008(2)	(2)	Common Stock	4
Stock Options (Right to Buy)	\$ 57.095	02/10/2005		A	26,000	01/01/2006(3)	02/10/2015	Common Stock	26
Performance Share Units	\$ 0 (2)					01/01/2007(2)	(2)	Common Stock	12
Stock Options (Right to Buy)	\$ 18.853					05/17/1997 <u>(4)</u>	05/17/2006	Common Stock	22
Stock Options (Right to Buy)	\$ 21.313					02/14/1998 <u>(4)</u>	02/14/2007	Common Stock	22
Stock Options (Right to Buy)	\$ 32.947					02/12/1999 <u>(4)</u>	02/12/2008	Common Stock	21
Stock Options (Right to Buy)	\$ 45.167					02/11/2000(4)	02/11/2009	Common Stock	30
Stock Options (Right to Buy)	\$ 42.344					02/10/2001(4)	02/10/2010	Common Stock	38

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Stock Options (Right to Buy)	\$ 44.9	02/09/2002(4)	02/09/2011	Common Stock	31
Stock Options (Right to Buy)	\$ 45.95	02/07/2003(4)	02/07/2012	Common Stock	31
Stock Options (Right to Buy)	\$ 31.465	01/01/2004(3)	02/13/2013	Common Stock	28
Stock Options (Right to Buy)	\$ 46.76	01/01/2005(3)	02/12/2014	Common Stock	25

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

BADGETT GUY M III 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242

Sr. VP, Construction Materials

D - 1 - 4\* - - - - 1. \*--

## **Signatures**

By: Amy M. Tucker, Attorney-in-Fact 02/14/2005

\*\*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) Restricted Stock Units which are convertible on a 1-for-1 basis.
- Performance Share Units vest at January 1 following a three-year award period. At the end of the award period, the Compensation

  (2) Committee determines the payment amount based on Company performance. The payment is made 50% in stock and 50% in cash on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.
- (3) The option vests over five years in 20% increments each year on January 1 following the grant date.
- (4) The option vests over five years in 20% increments each year on the anniversary of the grant date.

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.

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