### Edgar Filing: VULCAN MATERIALS CO - Form 4

VULCAN M Form 4 March 28, 2	MATERIALS CO											
FORM	ЛЛ		CECU			CHANG	E COMMISS		OMB A	PPROVA	۹L	
Check th	RITIES A Ashington		ION	OMB Number: Expires:	3235- Januai	ry 31,						
if no longer subject to Section 16. Form 4 or					BENEF RITIES	OF	Estimated average burden hours per response					
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 17(	(a) of the l	Public U	Jtility Hol	lding Co		ange Act of 19 t of 1935 or So 1940					
(Print or Type	Responses)											
1. Name and A DESIMON	Symbol	er Name <b>an</b> AN MAT		c	Issuer							
(Last)	(First) (Middle) 3. Date of Earliest Transaction					-	(Check all applicable)					
1200 URB	(Month/) 03/24/2	Day/Year) 2005				X_ Director 10% Owner Officer (give title Other (specify below) below)						
1				4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
BIRMING	HAM, AL 35242						Person	,		1 0		
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities	Acquired, Dispo	sed of,	or Beneficia	lly Owne	d	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securi onAcquired Disposed (Instr. 3, Amount	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Fo (D (I) (Ir	Ownership orm: Direct )) or Indirect () hstr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al iip	
Reminder: Re	port on a separate line	e for each cl	ass of sec									
					inforı requi	nation con red to resp ays a curre	spond to the c ntained in this f bond unless the ently valid OME	iorm a e form	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)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Phantom Stock (Deferred Compensation)	\$ 0 <u>(1)</u>	03/24/2005	A <u>(2)</u>		26.075		(3)	(3)	Common Stock	26.07:

### **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		03/28/2005						
**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) 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.