VULCAN MATERIALS CO

Form 4 June 03, 2005

Stock

(Deferred Stock Units)

FORM	1					OMB AF	PPROVAL			
	UNITEDS	TATES SECUR Was	ITIES AND EX hington, D.C. 2		OMMISSION	OMB Number:	3235-0287			
Check this if no longe	er					Expires:	January 31,			
subject to Section 16 Form 4 or Form 5	STATEMI 6.	ENT OF CHANG	SECURITIES			Estimated a burden hour response	•			
obligations may continue See Instruction 1(b).	s Section 17(a)	uant to Section 16 of the Public Ut 30(h) of the Inv		mpany Act of	1935 or Section					
Print or Type Ro	esponses)									
1. Name and Ad NAPIER JAM	ddress of Reporting Pe	Symbol	Name and Ticker o		5. Relationship of I Issuer	Reporting Pers	on(s) to			
(Lost)				JLCAN MATERIALS CO [VMC]			(Check all applicable)			
(Last) 1200 URBAI	(First) (Mi	(Month/Da	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2005			_X_ Director 10% Owner Officer (give title below) Other (specify below)				
	(Street)		ndment, Date Origin h/Day/Year)		Applicable Line)	Individual or Joint/Group Filing(Check oplicable Line) _ Form filed by One Reporting Person				
BIRMINGH	AM, AL 35242				Form filed by Mo Person	ore than One Re	porting			
(City)	(State) (Z	Zip) Table	I - Non-Derivativo	e Securities Acqu	ired, Disposed of,	or Beneficial	ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock (Restricted Stock Units)	06/01/2005		Code V Amount A(2) 1,000	nt (D) Price	(Instr. 3 and 4) 6,873.91	D				
Common Stock					3,550	D				
Common										

1,950.22

D

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (Deferred Compensation)	\$ 0 (3)				<u>(4)</u>	<u>(4)</u>	Common Stock	8,309.886

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

NAPIER JAMES V 1200 URBAN CENTER DRIVE X BIRMINGHAM, AL 35242

Signatures

By: Amy M. Tucker, Attorney-in-Fact 06/03/2005

**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.
- (2) Annual stock grant made to the reporting person under the Vulcan Materials Company Restricted Stock Plan for Nonemployee Directors.
- (3) Convertible on a 1-for-1 basis.
- (4) 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.

Reporting Owners 2

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