

BADGETT GUY M III
Form 4
February 14, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

1200 URBAN CENTER DRIVE

(Street)

BIRMINGHAM, AL 35242

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

VULCAN MATERIALS CO [VMC]

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

02/10/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Sr. VP, Construction Materials

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

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)
Common Stock				(A) or (D)	23,645.838	D	
Common Stock (401k)					35,708	I	By 401(k)
Common Stock (Restricted Stock Units) (1)					18,872	D	

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

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(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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number 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 ⁽⁴⁾	05/17/2006	Common Stock	22
Stock Options (Right to Buy)	\$ 21.313							02/14/1998 ⁽⁴⁾	02/14/2007	Common Stock	22
Stock Options (Right to Buy)	\$ 32.947							02/12/1999 ⁽⁴⁾	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

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	23

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	

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 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.
- (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.

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