

ROSENWALD BRADLEY C

Form 5

February 14, 2005

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
ROSENWALD BRADLEY C

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20044. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President, Chemicals

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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)	(A) or (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (401k)	Â	Â	Â	Â	Â	6,516	I	By 401(k)
Common Stock (Restricted Stock Units) (1)	Â	Â	Â	Â	Â	7,255	D	Â

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 required to respond unless**SEC 2270
(9-02)

the form displays a currently valid OMB control number.

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Performance Share Units	\$ 0 ⁽²⁾	Â	Â	Â	Â Â	01/01/2007 ⁽²⁾ Â ⁽²⁾	Common Stock 5,1
Stock Options (Right to Buy)	\$ 18.853	Â	Â	Â	Â Â	05/17/1997 ⁽³⁾ 05/17/2006	Common Stock 6,3
Stock Options (Right to Buy)	\$ 21.313	Â	Â	Â	Â Â	02/14/1998 ⁽³⁾ 02/14/2007	Common Stock 7,8
Stock Options (Right to Buy)	\$ 32.947	Â	Â	Â	Â Â	02/12/1999 ⁽³⁾ 02/12/2008	Common Stock 7,7
Stock Options (Right to Buy)	\$ 45.167	Â	Â	Â	Â Â	02/11/2000 ⁽³⁾ 02/11/2009	Common Stock 5,9
Stock Options (Right to Buy)	\$ 42.344	Â	Â	Â	Â Â	02/10/2001 ⁽³⁾ 02/10/2010	Common Stock 6,7
Stock Options (Right to Buy)	\$ 44.9	Â	Â	Â	Â Â	02/09/2002 ⁽³⁾ 02/09/2011	Common Stock 4,9
Stock Options (Right to	\$ 45.95	Â	Â	Â	Â Â	02/07/2003 ⁽³⁾ 02/07/2012	Common Stock 16,

Buy)

Stock

Options
(Right to
Buy)

\$ 31.465 Â

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Â

Â

01/01/2004⁽⁴⁾

02/13/2013

Common
Stock

11,

Stock

Options
(Right to
Buy)

\$ 46.76 Â

Â

Â

Â

Â

01/01/2005⁽⁴⁾

02/12/2014

Common
Stock

10,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENWALD BRADLEY C 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Â	Â	Â President, Chemicals	Â

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 the anniversary of the grant date.

(4) The option vests over five years in 20% increments each year on January 1 following the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.