

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**  
SEC Accession No. **0000103973-06-000004**

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### REPORTING OWNER

#### TROSINO VINCENT J

CIK: **1267371**

Type: **4** | Act: **34** | File No.: **001-04033** | Film No.: **06512376**

Business Address  
STATE FARM MUTUAL  
AUTOMOBILE INS CO  
ONE STATE FARM PLAZA  
BLOOMINGTON IL 61710-0001  
2052986325

### ISSUER

#### VULCAN MATERIALS CO

CIK: **103973** | IRS No.: **630366371** | State of Incorporation: **NJ** | Fiscal Year End: **1231**  
SIC: **1400** Mining & quarrying of nonmetallic minerals (no fuels)

Mailing Address  
PO BOX 385014  
BIRMINGHAM AL 35238-5014

Business Address  
1200 URBAN CENTER DRIVE  
BIRMINGHAM AL 35242  
2052983000

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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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

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

1. Name and Address of Reporting Person <b>TROSINO VINCENT J</b>			2. Issuer Name and Ticker or Trading Symbol <b>VULCAN MATERIALS CO [VMC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner ____ Officer (give title below) _____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/03/2006</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
1200 URBAN CENTER DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>BIRMINGHAM, AL 35242</b>								
(City)	(State)	(Zip)						

**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)
			Code	V	Amount	(A) or (D)	Price			

**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 of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock (Deferred Compensation)	(1)	01/03/2006 (2)		A (3)		201.223 (2)		(4)	(4)	Common Stock	201.223	\$55.908 (2)	2,955.495	D	

**Explanation of Responses:**

- Convertible on a 1-for-1 basis.
- This payment relates to a quarterly retainer which should have been paid to Mr. Trosino in February 2005, but was not paid until January 3, 2006. The stock price reflects the average stock price on February 12, 2005, the date on which the payment should have been made.
- Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.
- The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

**Signatures**

By: Amy M. Tucker, Attorney-in-Fact

\*\* Signature of Reporting Person

01/05/2006

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**