

DENSON WILLIAM F III
 Form 4
 February 08, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DENSON WILLIAM F III

2. Issuer Name and Ticker or Trading Symbol
VULCAN MATERIALS CO [VMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1200 URBAN CENTER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, General Counsel

BIRMINGHAM, AL 35242

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

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

(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 |
| Common Stock | 02/06/2006 | | M | | 25,000 | A | \$ 42.34 |
| Common Stock | 02/06/2006 | | S | | 100 | D | \$ 78.75 |
| Common Stock | 02/06/2006 | | S | | 200 | D | \$ 78.76 |
| Common Stock | 02/06/2006 | | S | | 900 | D | \$ 78.77 |
| Common Stock | 02/06/2006 | | S | | 200 | D | \$ 78.79 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 02/06/2006 | S | 400 | D | \$ 78.8 | 39,247 | D |
| Common Stock | 02/06/2006 | S | 1,300 | D | \$ 78.81 | 37,947 | D |
| Common Stock | 02/06/2006 | S | 100 | D | \$ 78.82 | 37,847 | D |
| Common Stock | 02/06/2006 | S | 900 | D | \$ 78.83 | 36,947 | D |
| Common Stock | 02/06/2006 | S | 1,000 | D | \$ 78.84 | 35,947 | D |
| Common Stock | 02/06/2006 | S | 900 | D | \$ 78.85 | 35,047 | D |
| Common Stock | 02/06/2006 | S | 200 | D | \$ 78.86 | 34,847 | D |
| Common Stock | 02/06/2006 | S | 300 | D | \$ 78.87 | 34,547 | D |
| Common Stock | 02/06/2006 | S | 2,800 | D | \$ 78.88 | 31,747 | D |
| Common Stock | 02/06/2006 | S | 900 | D | \$ 78.9 | 30,847 | D |
| Common Stock | 02/06/2006 | S | 200 | D | \$ 78.92 | 30,647 | D |
| Common Stock | 02/06/2006 | S | 400 | D | \$ 78.96 | 30,247 | D |
| Common Stock | 02/06/2006 | S | 200 | D | \$ 78.97 | 30,047 | D |
| Common Stock | 02/06/2006 | S | 300 | D | \$ 78.98 | 29,747 | D |
| Common Stock | 02/06/2006 | S | 800 | D | \$ 78.99 | 28,947 | D |
| Common Stock | 02/06/2006 | S | 6,600 | D | \$ 79 | 22,347 | D |
| Common Stock | 02/06/2006 | S | 300 | D | \$ 79.02 | 22,047 | D |
| Common Stock | 02/06/2006 | S | 200 | D | \$ 79.03 | 21,847 | D |
| Common Stock | 02/06/2006 | S | 500 | D | \$ 79.05 | 21,347 | D |
| Common Stock | 02/06/2006 | S | 200 | D | \$ 79.1 | 21,147 | D |
| | 02/06/2006 | S | 700 | D | | 20,447 | D |

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| | | | | |
|--------------|----------|---|--|-----------|
| Common Stock | \$ 79.11 | | | |
| Common Stock | 688 | I | | By Spouse |

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

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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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to Buy) | \$ 42.34 | 02/06/2006 | | M | 25,000 | 02/10/2001 ⁽¹⁾ 02/10/2010 | Common Stock | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|---|
| DENSON WILLIAM F III 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242 | Director 10% Owner Officer Other Sr. VP, General Counsel |

Signatures

By: Amy M. Tucker, 02/08/2006
Attorney-in-Fact

**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) The option vests over five years in 20% increments each year on the anniversary of the grant date.

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