Edgar Filing: VULCAN MATERIALS CO - Form 4

VULCAN MATE Form 4 April 17, 2006	RIALS CO											
FORM 4 UNITED STATES SECURITIES A Washington Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations Filed pursuant to Section 16(a) of th Section 17(a) of the Public Utility Hol						0549 FICIAL O ities Excha	OF 84,	OMB APPROVAL OMB 3235-0287 Number: January 31, 2005 Estimated average burden hours per response 0.5				
may continue. See Instruction 1(b). (Print or Type Respon				•	•	any Act of 1						
1. Name and Address of Reporting Person * 2. Iss FRANKLIN H ALLEN Symbol							Issuer					
(Last) (First) (Middle) 3. [(Mo			3. Date of Earliest Transaction (Month/Day/Year) 04/13/2006			X Directo	(Check all applicable) <u>X</u> Director Officer (give title <u>10%</u> Owner below) Other (specify below)					
				iled(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
	State)	(Zip)	Tah	le I - Non-l	Derivativ	e Securities A	Person	ed of.	or Beneficia	llv Owne	d	
	nsaction Date h/Day/Year)	2A. Deeme Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Secur onAcquire Dispose (Instr. 3)	ities d (A) or d of (D) 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Fo (D (I)	Ownership rm: Direct) or Indirect	7. Nature Indirect	e of al iip	
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene:	Pers infor requ	ons who res mation cont ired to resp lays a curre	or indirectly. spond to the co tained in this fo ond unless the ntly valid OMB	orm a form	re not	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	Derivative	Expiration Date	Underlying Securities
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)		

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	Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Phantom Stock (Deferred Compensation)	<u>(1)</u>	04/13/2006	A <u>(2)</u>		91.192		(3)	(3)	Common Stock	91.192

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FRANKLIN H ALLEN 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х							
Signatures								
By: Amy M. Tucker, Attorney-in-Fact		04/17/2006						
**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) Convertible on a 1-for-1 basis.

(2) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.

(3) 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. 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.