#### Edgar Filing: VULCAN MATERIALS CO - Form 4

VULCAN MATER Form 4 October 31, 2006	IALS CO											
									OMB A	PPROV	AL	
Check this box if no longer subject to Section 16. Form 4 or					, D.C. 20	549			Number: Expires: Janu		-0287 ary 31, 2005	
								Estimated average burden hours per response 0.5				
Form 5 obligations may continue. See Instruction 1(b). 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 Response	es)											
FRANKLIN H ALLEN Symb			Symbol	er Name <b>an</b> o AN MAT		Trading	Issuer					
(Last) (Fir	rst) (N	Middle)	3. Date of Earliest Transaction (Che						ck all applicable)			
			(Month/I 10/27/2	Day/Year) 2006				_X_Director10% Owner Officer (give titleOther (specify below)below)				
				f Amendment, Date Original ed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
		(Zin)					Person					
· • / · ·	,	(Zip)					- '	- '	or Beneficia	•		
	action Date Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securiti nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	5. Amount Securities Beneficiall Owned Following Reported Transaction (Instr. 3 and	Fo y (I (I n(s)	Ownership form: Direct )) or Indirect ) nstr. 4)	7. Natur Indirect Benefici Ownersh (Instr. 4)	al hip	
Reminder: Report on a	separate line	for each cla	ass of sec	urities bene	ficially own	ned directly	or indirectly.					
•							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>	10/27/2006	A <u>(2)</u>		37.176		(3)	(3)	Common Stock	37.170

### **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		10/31/2006						
**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.