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FRANKLIN	I H ALLEN											
Form 4												
February 12	, 2007											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										OMB APPROVAL		
	UNITED	STATES S		RITIES A shington				COMMISSIO		OMB Number:	3235-02	
Check this box										Expires:	Janua	
if no lon subject to		MENT OF	CHAN	IGES IN	BEN	EFIC	CIAL OV	WNERSHIP O	F	20		2005
Section				SECU	RITII	ES				Estimated average burden hours per		
Form 4 c	or									response	•	0.5
Form 5	Filed put	rsuant to Se	ection 1	16(a) of t	he Sec	curitie	es Exchai	nge Act of 1934	,			
obligatio may con		(a) of the Pu	ublic U	tility Ho	lding	Comp	oany Act	of 1935 or Sect	ion			
See Instr 1(b).		30(h) o	f the Ir	ivestmen	t Con	npany	Act of 1	940				
(Print or Type	Responses)											
× 51	1 /											
1. Name and A	Address of Reporting	Person *	2. Issue	er Name an	me and Ticker or Trading 5. F			5. Relationship	of R	Reporting Person(s) to		
FRANKLIN	N H ALLEN	S	Symbol					Issuer				
		V	VULCAN MATERIALS CO [VMC]					(Chaok all applicable)				
(Last) (First) (Middle)			3. Date of Earliest Transaction				(Check all applicable)					
				Month/Day/Year)				_X_ Director10% Owner				
1200 URBAN CENTER DRIVE			02/08/2007					Officer (give titleOther (specify below)				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check				
								Applicable Line)				
									orm filed by One Reporting Person orm filed by More than One Reporting			
BIRMING	HAM, AL 35242							Person	y 10101		oporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Deriva	tive So	ecurities A	cquired, Disposed	of, c	or Beneficia	lly Owne	d
1.Title of	2. Transaction Date			3.		curities		5. Amount of		Ownership	7. Nature	e of
Security	(Month/Day/Year)	Execution D	ate, if	Transactio				Securities		m: Direct	Indirect	-1
(Instr. 3)		any (Month/Day	(Year)	Code (Instr. 8)		osed of :. 3, 4 a		Beneficially Owned	(D) (I)	or Indirect	Ownersh	
		(Wolding Duy	/1001)	(11301.0)	(III3ti		ind 5)	Following		str. 4)	(Instr. 4)	-
						(A)	Reported				
							or	Transaction(s)				
				Code V	Amo	unt (D) Price	(Instr. 3 and 4)				
Reminder: Rep	port on a separate line	e for each clas	s of secu	urities bene	eficially	y owne	d directly o	or indirectly.				
								pond to the coll			SEC 1474	
								ained in this for		e not	(9-02)	
						-	•	ond unless the fo ntly valid OMB co		ol		
						umber				-		

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
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securitie
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security				Disposed of (Instr. 3, 4, 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Phantom Stock (Deferred Compensation)	(1)	02/08/2007	A <u>(2)</u>		30.211		(3)	(3)	Common Stock	30.2
Phantom Stock (Deferred Compensation)	<u>(1)</u>	02/09/2007	A <u>(2)</u>		162.079		(3)	(3)	Common Stock	162.0

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		02/12/2007						

**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.