Edgar Filing: VULCAN MATERIALS CO - Form 4

VULCAN M Form 4 February 20,	IATERIALS CO 2007										
FORM	1 4								PPROVAL		
	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287			
Check the if no long	TOP.			Expires:	January 31,						
subject to Section 1 Form 4 o	6. SIAIEN	AENT OF	F CHAN	WNERSHIP O	F Estimated burden hou response	urs per					
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 I	Responses)										
1. Name and Address of Reporting Person <u>*</u> SMITH ORIN R			2. Issuer Name and Ticker or Trading Symbol VULCAN MATERIALS CO [VMC]				Issuer	5. Relationship of Reporting Person(s) to Issuer			
		A 1 11 \				_	(Ch	eck all applicabl	k all applicable)		
(Last) (First) (Middle) 1200 URBAN CENTER DRIVE			3. Date of Earliest Transaction(Month/Day/Year)02/18/2007				X Director Officer (gi below)	Officer (give title Other (specify			
(Street) BIRMINGHAM, AL 35242			Filed(Month/Day/Year) Applicable Line) _X_Form filed by O				y One Reporting P	int/Group Filing(Check One Reporting Person Iore than One Reporting			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivativ	e Securities	Acquired, Disposed	of, or Beneficia	lly Owned		
	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V	Dispose (Instr. 3	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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Rep	ort on a separate line	e for each cla	ass of sec	urities bene	Pers	ons who re	espond to the coll		SEC 1474		
					requ	ired to resp lays a curre	ntained in this forn bond unless the fo ently valid OMB co	orm	(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	6. Date Exercisable and	7. Title and Amount of
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof 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		

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	Derivative Security			(A) or Disposed o (D) (Instr. 3, 4 and 5)				
			Code V	/ (A) ((D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (Deferred Compensation)	<u>(1)</u>	02/18/2007	A <u>(2)</u>	7.135	(3)	(3)	Common Stock	7.135
Phantom Stock (Deferred Compensation)	<u>(1)</u>	02/19/2007	A <u>(2)</u>	7.135	(3)	(3)	Common Stock	7.135

Reporting Owners

Reporting Owner Name / Address		Relationsh	ips		
r o	Director	10% Owner	Officer	Other	
SMITH ORIN R 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х				
Signatures					
By: Amy M. Tucker, Attorney-in-Fact		02/20/2007			
**Signature of Reporting Person		Date			
Explanation of Responses:					

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.