Edgar Filing: VULCAN MATERIALS CO - Form 4

VULCAN N Form 4	ATERIALS CO									
March 22, 2	007									
FORM	14 UNITED S		SECURITIES AND EXCHANGE C Washington, D.C. 20549				COMMISSION	OMB AF OMB Number:	PROVAL 3235-0287	
Check th if no lon subject t Section 7 Form 4 o Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or Filed pur tinue.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, e. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 20(b) of the Investment Company Act of 1040								
(Print or Type	Responses)									
Sansone Daniel F Symbol			r Name and Ticker or Trading AN MATERIALS CO [VMC]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (N		of Earliest Tr				(Checl	k all applicable	:)	
1200 URBA	AN CENTER DRI		Day/Year) 2007				Director X Officer (give below) Sr.		Owner er (specify	
			endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BIRMING	HAM, AL 35242						_X_Form filed by C Form filed by M Person			
(City)	(State)	(Zip) Tab	ole I - Non-D	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, i any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial			
Common Stock	03/20/2007		Code V F	Amount 19 <u>(1)</u>	or (D) D	Price \$ 114.9	(Instr. 3 and 4) 56,330	D		
Common Stock	03/20/2007		D	653 <u>(2)</u>	D	\$ 114.9	55,677	D		

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)	a 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Security (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (Deferred Comp DSUs) (2)	<u>(3)</u>	03/20/2007		A	653	<u>(4)</u>	(4)	Common Stock	653	\$ 114

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Sansone Daniel F 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242			Sr. VP & CFO				
Signatures							

By: Amy M. Tucker, 03/22/2007 Attorney-in-Fact

**Signature of Reporting Person

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).
- Represents the portion of the shares of common stock received upon the vesting of the restricted stock units ('RSUs') that the reporting (1)person has elected to surrender to the Company in payment of taxes associated with the vesting.
- Represents time-based restricted stock units ('RSUs') reported as shares of common stock. The reporting person has elected, upon the (2)vesting thereof, to defer the receipt of these shares under the terms of the Company's Executive Deferred Compensation Plan.
- (3) Convertible on a 1-for-1 basis.
- (4) The units are to be settled in Vulcan common stock the year following the year of retirement of the reporting person.

Date

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.