

VULCAN MATERIALS CO

Form 4

May 24, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KHAN EJAZ A

(Last) (First) (Middle)

1200 URBAN CENTER DRIVE

(Street)

BIRMINGHAM, AL 35242

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
VULCAN MATERIALS CO [VMC]

3. Date of Earliest Transaction
(Month/Day/Year)
05/20/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP, Controller & CIO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
Common Stock	05/20/2005		M	1,935 A	\$ 32.947	3,657	D
Common Stock	05/20/2005		S	1,935 D	\$ 58.5	1,722	D
Common Stock	05/23/2005		M	2,200 A	\$ 31.465	3,922	D
Common Stock	05/23/2005		S	2,200 D	\$ 59	1,722	D
Common Stock	05/23/2005		M	2,200 A	\$ 31.465	3,922	D

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Common Stock 05/23/2005 S 2,200 D \$ 59.5 1,722 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to Buy)	\$ 32.947	05/20/2005		M	1,935	02/12/1999 ⁽¹⁾ 02/12/2008	Common Stock 1,935
Stock Options (Right to Buy)	\$ 31.465	05/23/2005		M	2,200	01/01/2004 ⁽²⁾ 02/13/2013	Common Stock 2,200
Stock Options (Right to Buy)	\$ 31.465	05/23/2005		M	2,200	01/01/2004 ⁽²⁾ 02/13/2013	Common Stock 2,200

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KHAN EJAZ A 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	VP, Controller & CIO

Signatures

By: Amy M. Tucker,
Attorney-in-Fact

05/24/2005

__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) The option vests over five years in 20% increments each year on the anniversary of the grant date.
 - (2) The option vests over five years in 20% increments each year on January 1 following the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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