#### **VULCAN MATERIALS CO**

Form 4

December 11, 2006

Check this box

if no longer

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

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**OMB APPROVAL** 

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response...

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subject to Section 16. Form 4 or Form 5 obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SMITH ORIN R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

VULCAN MATERIALS CO [VMC]

(Check all applicable)

(Last)

(City)

1.Title of

Security

(Instr. 3)

(First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 12/07/2006

X\_ Director 10% Owner Other (specify Officer (give title

4. If Amendment, Date Original

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street)

1200 URBAN CENTER DRIVE

Filed(Month/Day/Year)

(Instr. 8)

\_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

BIRMINGHAM, AL 35242

(State) (Zip) 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

(Instr. 4)

Ownership

(Instr. 4)

Following

Owned

Reported

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount 4 Derivative Security Conversion (Month/Day/Year) Execution Date, if **TransactionDerivative Expiration Date** Underlying Securitie (Instr. 3) or Exercise 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 (D) (Instr. 3, 4, and 5)						
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares	
Phantom Stock (Deferred Compensation)	(1)	12/07/2006	A(2)	16.939		(3)	(3)	Common Stock	16.9	
Phantom Stock (Deferred Compensation)	(1)	12/08/2006	A(2)	108.363		(3)	(3)	Common Stock	108.3	

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

SMITH ORIN R
1200 URBAN CENTER DRIVE X
BIRMINGHAM, AL 35242

# **Signatures**

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

\*\*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.

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