#### WASON ROBERT A IV

Form 4

November 04, 2004

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

Stock

(401k)

11/03/2004

(Print or Type Responses)

1. Name and Address of Reporting Person * WASON ROBERT A IV			2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer			
	VULCAN MATERIALS CO [VMC]						(Check all applicable)					
(Last)	(First) (M	(liddle)	3. Date of Earliest Transaction					-				
1200 URBAN CENTER DRIVE			(Month/Day/Year) 11/02/2004						Director 10% OwnerX Officer (give title Other (specify below) Sr. VP, Corp Development			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
BIRMINGHAM, AL 35242												
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		Code (Instr.	8)	4. Securi r(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D) 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)		
Common Stock (401k)	11/02/2004			Code	V	Amount 1,973	(D)	Price \$ 49.73	8,041	I	By 401(k)	
Common											Pv 401(lz)	

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

I

731

D

\$ 50

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Ι

7.310

By 401(k)

(1)

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (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
Phantom Stock (Deferred Compensation)	\$ 0 (2)	11/02/2004		J <u>(3)</u>	2,272	<u>(4)</u>	<u>(4)</u>	Common Stock	2,272
Phantom Stock (Deferred Compensation)	\$ 0 (2)	11/03/2004		<u>J(3)</u>	616	<u>(4)</u>	<u>(4)</u>	Common Stock	616

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WASON ROBERT A IV 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242

Sr. VP, Corp Development

# **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).

The Vulcan Materials Company Thrift Plan for Salaried Employees is a defined contribution plan that accounts for participant interests in the Plan, including interests in the Employee Stock Ownership Plan (ESOP) account, in terms of dollars. The number reported has been

- calculated by converting into shares the change in the dollar amount (net of changes due to intra-plan transfers) allocated to the participant's employer stock account during the period (resulting from participant contributions, Company-matching contributions and dividend equivalent payments on employer stock account balances) based on a formula used by the Company in the administration of the Plan. The corresponding transactions by the Plan in the Company's common stock are exempt from the application of Section 16(b).
- (2) Convertible on a 1-for-1 basis.
- (3) Disposition of shares under the Vulcan Materials Company Executive Deferred Compensation Plan.
- (4) 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.

Reporting Owners 2

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