JAMES DONALD M
Form 4
February 14, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
JAMES DONALD M

(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)
02/10/2005

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman & CEO

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								44,344	D	
Common Stock (401k)								13,438	I	By 401(k)
Common Stock (Restricted Stock Units) (1)								107,519	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Share Units	$ 0 (2)	02/10/2005		A		36,000		01/01/2008(2)	(2)	Common Stock
Stock Options (Right to Buy)	$ 57.095	02/10/2005		A		146,000		01/01/2006(3)	02/10/2015	Common Stock
Performance Share Units	$ 0 (2)							01/01/2007(2)	(2)	Common Stock
Phantom Stock (Deferred Compensation)	$ 0 (4)							(5)	(5)	Common Stock
Stock Options (Right to Buy)	$ 18.853							05/17/1997(6)	05/17/2006	Common Stock
Stock Options (Right to Buy)	$ 21.313							02/14/1998(6)	02/14/2007	Common Stock
Stock Options (Right to Buy)	$ 32.947							02/12/1999(6)	02/12/2008	Common Stock
Stock Options (Right to Buy)	$ 45.167							02/11/2000(6)	02/11/2009	Common Stock
Stock Options (Right to Buy)	$ 42.344							02/10/2001(6)	02/10/2010	Common Stock
Stock Options (Right to Buy)	$ 44.9							02/09/2002(6)	02/09/2011	Common Stock
Stock Options (Right to Buy)	$ 45.95							02/07/2003(6)	02/07/2012	Common Stock
Stock Options (Right to Buy)	$ 31.465							01/01/2004(3)	02/13/2013	Common Stock
Stock Options (Right to Buy)	$ 46.76							01/01/2005(3)	02/12/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAMES DONALD M 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	X		Chairman & CEO	

Signatures

By: Amy M. Tucker, Attorney-in-Fact	02/14/2005
**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) Restricted Stock Units which are convertible on a 1-for-1 basis.

(2) Performance Share Units vest at January 1 following a three-year award period. At the end of the award period, the Compensation Committee determines the payment amount based on Company performance. The payment is made 50% in stock and 50% in cash on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

(3) The option vests over five years in 20% increments each year on January 1 following the grant date.

(4) Convertible on a 1-for-1 basis.

(5) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

(6) The option vests over five years in 20% increments each year on the anniversary of 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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