

DENSON WILLIAM F III
Form 4
February 08, 2006

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 *
DENSON WILLIAM F III

(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)

02/06/2006

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)

Sr. VP, General Counsel

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 | 02/06/2006 | | M | 25,000 A | \$ 42.34 | 41,047 | D |
| Common Stock | 02/06/2006 | | S | 100 D | \$ 78.75 | 40,947 | D |
| Common Stock | 02/06/2006 | | S | 200 D | \$ 78.76 | 40,747 | D |
| Common Stock | 02/06/2006 | | S | 900 D | \$ 78.77 | 39,847 | D |
| Common Stock | 02/06/2006 | | S | 200 D | \$ 78.79 | 39,647 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 02/06/2006 | S | 400 | D | \$ 78.8 | 39,247 | D |
| Common Stock | 02/06/2006 | S | 1,300 | D | \$ 78.81 | 37,947 | D |
| Common Stock | 02/06/2006 | S | 100 | D | \$ 78.82 | 37,847 | D |
| Common Stock | 02/06/2006 | S | 900 | D | \$ 78.83 | 36,947 | D |
| Common Stock | 02/06/2006 | S | 1,000 | D | \$ 78.84 | 35,947 | D |
| Common Stock | 02/06/2006 | S | 900 | D | \$ 78.85 | 35,047 | D |
| Common Stock | 02/06/2006 | S | 200 | D | \$ 78.86 | 34,847 | D |
| Common Stock | 02/06/2006 | S | 300 | D | \$ 78.87 | 34,547 | D |
| Common Stock | 02/06/2006 | S | 2,800 | D | \$ 78.88 | 31,747 | D |
| Common Stock | 02/06/2006 | S | 900 | D | \$ 78.9 | 30,847 | D |
| Common Stock | 02/06/2006 | S | 200 | D | \$ 78.92 | 30,647 | D |
| Common Stock | 02/06/2006 | S | 400 | D | \$ 78.96 | 30,247 | D |
| Common Stock | 02/06/2006 | S | 200 | D | \$ 78.97 | 30,047 | D |
| Common Stock | 02/06/2006 | S | 300 | D | \$ 78.98 | 29,747 | D |
| Common Stock | 02/06/2006 | S | 800 | D | \$ 78.99 | 28,947 | D |
| Common Stock | 02/06/2006 | S | 6,600 | D | \$ 79 | 22,347 | D |
| Common Stock | 02/06/2006 | S | 300 | D | \$ 79.02 | 22,047 | D |
| Common Stock | 02/06/2006 | S | 200 | D | \$ 79.03 | 21,847 | D |
| Common Stock | 02/06/2006 | S | 500 | D | \$ 79.05 | 21,347 | D |
| Common Stock | 02/06/2006 | S | 200 | D | \$ 79.1 | 21,147 | D |
| | 02/06/2006 | S | 700 | D | | 20,447 | D |

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| | | | | |
|-----------------|-------------|---|--|-----------|
| Common Stock | \$ 79.11 | | | |
| Common Stock | 688 | I | | By Spouse |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 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) | Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
| Stock Options (Right to Buy) | \$ 42.34 | 02/06/2006 | | M | 25,000 | 02/10/2001 ⁽¹⁾ 02/10/2010 | Common Stock | 25,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DENSON WILLIAM F III
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Sr. VP, General Counsel

Signatures

By: Amy M. Tucker,
Attorney-in-Fact 02/08/2006

**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.

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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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