#### TROSINO VINCENT J

Form 4

December 12, 2005

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

**OMB** Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or

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

Estimated average burden hours per response...

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* TROSINO VINCENT J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Symbol

Issuer

below)

VULCAN MATERIALS CO [VMC]

(Check all applicable)

(Last)

(City)

1.Title of

Security

(Instr. 3)

(First)

(Street)

(Middle)

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

X\_ Director Officer (give title

10% Owner Other (specify

1200 URBAN CENTER DRIVE

12/09/2005

6. Individual or Joint/Group Filing(Check

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

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

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)

(Instr. 8)

5. Amount of Securities Beneficially

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

Following Reported (A)

or

(Instr. 3, 4 and 5)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Month/Day/Year)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of

SEC 1474 (9-02)

(Instr. 4)

information contained in this form are not required to respond unless the form displays a currently valid OMB control

number.

4

(Instr. 8)

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)

Conversion or Exercise

Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

5. Number of **TransactionDerivative** Code Securities

Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securities (Instr. 3 and 4)

1

#### Edgar Filing: TROSINO VINCENT J - Form 4

|   | Derivative<br>Security |            |     |     | Disposed of (D) (Instr. 3, 4, and 5) |     |                     |                    |                 |                        |  |
|---|------------------------|------------|-----|-----|--------------------------------------|-----|---------------------|--------------------|-----------------|------------------------|--|
|   |                        |            | Cod | e V | (A)                                  | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amou<br>Numb<br>Shares |  |
| Phantom Stock<br>(Deferred<br>Compensation) | (1)                    | 12/09/2005 | A(2 | )   | 242.954                              |     | (3)                 | (3)                | Common<br>Stock | 242.9                  |  |

## **Reporting Owners**

| Reporting Owner Name / Address                                       | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |  |
| TROSINO VINCENT J<br>1200 URBAN CENTER DRIVE<br>BIRMINGHAM, AL 35242 | X             |           |         |       |  |  |  |

# **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.

Reporting Owners 2