

McAbee Ronald G
Form 4
February 14, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
McAbee Ronald G

2. Issuer Name and Ticker or Trading Symbol
VULCAN MATERIALS CO [VMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1200 URBAN CENTER DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Western Division

BIRMINGHAM, AL 35242

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock (401k)				(A) Amount Price	20,264	I	By 401(k)
Common Stock (Restricted Stock Units)				(A) Amount Price	10,038	D	

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

SEC 1474 (9-02)

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 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 Security (Instr. 3 and 4)	8. Amount or Number of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Performance Share Units	\$ 0 ⁽²⁾	02/10/2005		A	2,500	01/01/2008 ⁽²⁾	⁽²⁾	Common Stock	2
Stock Options (Right to Buy)	\$ 57.095	02/10/2005		A	15,000	01/01/2006 ⁽³⁾	02/10/2015	Common Stock	15
Performance Share Units	\$ 0 ⁽²⁾					01/01/2007 ⁽²⁾	⁽²⁾	Common Stock	6
Stock Options (Right to Buy)	\$ 32.947					02/12/1999 ⁽⁴⁾	02/12/2008	Common Stock	5
Stock Options (Right to Buy)	\$ 45.167					02/11/2000 ⁽⁴⁾	02/11/2009	Common Stock	17
Stock Options (Right to Buy)	\$ 42.344					02/10/2001 ⁽⁴⁾	02/10/2010	Common Stock	23
Stock Options (Right to Buy)	\$ 44.9					02/09/2002 ⁽⁴⁾	02/09/2011	Common Stock	15
Stock Options (Right to Buy)	\$ 45.95					02/07/2003 ⁽⁴⁾	02/07/2012	Common Stock	15
Stock Options	\$ 31.465					01/01/2004 ⁽³⁾	02/13/2013	Common Stock	11

(Right to Buy)

Stock

Options (Right to Buy)

\$ 46.76

01/01/2005⁽³⁾ 02/12/2014

Common Stock 15

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McAbee Ronald G 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242			President, Western Division	

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.

Performance Share Units vest at January 1 following a three-year award period. At the end of the award period, the Compensation

(2) 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) 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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