

JAMES DONALD M  
 Form 4  
 September 02, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**JAMES DONALD M**

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)  
**08/31/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/31/2005		M		37,500	A	\$ 18.85
Common Stock	08/31/2005		S		37,500	D	\$ 70.5
Common Stock	08/31/2005		M		37,500	A	\$ 18.85
Common Stock	08/31/2005		S		37,500	D	\$ 72
Common Stock	08/31/2005		A <sup>(1)</sup>		15,001	A	\$ 71.85

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Common Stock	08/31/2005	A <sup>(1)</sup>	109,457	A	\$ 71.85	200,113	D	
Common Stock (401k)	08/31/2005	D <sup>(1)</sup>	15,001	D	\$ 71.85	0	I	By 401(k)
Common Stock (Restricted Stock Units) <sup>(2)</sup>	08/31/2005	D <sup>(1)</sup>	109,457	D	\$ 71.85	0	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 displays a currently valid OMB control number.**

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(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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Options (Right to Buy)	\$ 18.85	08/31/2005		M	37,500	05/17/1997 <sup>(3)</sup>	05/17/2006	Common Stock	37,500
Stock Options (Right to Buy)	\$ 18.85	08/31/2005		M	37,500	05/17/1997 <sup>(3)</sup>	05/17/2006	Common Stock	37,500

## 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

09/02/2005

\_\_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).

Mr. James' 15,001 shares held under Vulcan Materials Company's 401(K) plan and his 109,457 shares held under Vulcan's Restricted

- (1) Stock Plan have been lumped together under one security titled Common Stock. Also, the 401(K) shares are switched from an indirect holding to a direct holding . The reflected transactions accomplish these purposes.
- (2) Restricted Stock Units which are convertible on a 1-for-1 basis.
- (3) 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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