

DENSON WILLIAM F III
 Form 4
 February 08, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
DENSON WILLIAM F III

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)
 02/06/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, General Counsel

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	02/06/2006		M	V	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.

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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 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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