### Edgar Filing: VULCAN MATERIALS CO - Form 4

VULCAN MATERIALS CO Form 4 October 16, 2006									
	STATES					COMMISSIO	N OMB	PPROVAL 3235-0287	
Section 16. Form 4 or Form 5 Filed pur	F CHAN	<b>SECUE</b> 16(a) of th	BENEF RITIES	ICIAL OV	WNERSHIP OF nge Act of 1934, of 1935 or Secti	Estimated burden hou response	January 31, 2005 average urs per		
See Instruction 1(b).	30(h)	of the Iı	nvestment	Compar	y Act of 1	940			
<ul><li>(Print or Type Responses)</li><li>1. Name and Address of Reporting MCGREGOR DOUGLAS J</li></ul>	Person <u>*</u>	Symbol	er Name <b>and</b> AN MAT		Trading CO [VMC	Issuer	of Reporting Per		
(Last) (First) (Middle) 3. Date of Earliest Tr (Month/Day/Year) 1200 URBAN CENTER DRIVE 10/12/2006							ck all applicable) e title 10% Owner Other (specify below)		
(Street) 4. If Amendment, Date Filed(Month/Day/Year) BIRMINGHAM, AL 35242			-	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
(City) (State)	(Zip)	Tab	le I - Non-I	Derivative	Securities A	Person	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)		Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)	
Reminder: Report on a separate line	e for each cla	ass of sect	urities benef	Perso inforn requir	ns who rest nation cont ed to response a current	or indirectly. Spond to the collection ained in this form ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securitie
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Phantom Stock (Deferred Compensation)	<u>(1)</u>	10/12/2006	A <u>(2)</u>		38.404		(3)	(3)	Common Stock	38.4
Phantom Stock (Deferred Compensation)	<u>(1)</u>	10/13/2006	A <u>(2)</u>		245.658		(3)	(3)	Common Stock	245.0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MCGREGOR DOUGLAS J 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х						
Signatures							
By: Amy M. Tucker, Attorney-in-Fact		10/16/2006					

\*\*Signature of Reporting Person

## **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).

Date

- (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.