

VULCAN MATERIALS CO

Form 4

December 09, 2004

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 *
SMACK JAMES W

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)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

1200 URBAN CENTER DRIVE

12/08/2004

Sr. VP, Construction Materials

(Street)

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

BIRMINGHAM, AL 35242

(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)
				(A) or (D)	Price		
Common Stock	12/08/2004		S	2,544	D \$ 53	30,000	D
Common Stock	12/08/2004		S	1,300	D \$ 53.32	28,700	D
Common Stock	12/08/2004		S	100	D \$ 53.34	28,600	D
Common Stock	12/08/2004		S	2,500	D \$ 53.36	26,100	D
Common Stock	12/08/2004		S	4,400	D \$ 53.37	21,700	D

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Common Stock	12/08/2004	S	5,100	D	\$ 53.38	16,600	D	
Common Stock	12/08/2004	S	400	D	\$ 53.39	16,200	D	
Common Stock	12/08/2004	S	600	D	\$ 53.4	15,600	D	
Common Stock	12/08/2004	S	4,500	D	\$ 53.41	11,100	D	
Common Stock	12/08/2004	S	600	D	\$ 53.42	10,500	D	
Common Stock	12/08/2004	S	3,200	D	\$ 53.43	7,300	D	
Common Stock	12/08/2004	S	5,200	D	\$ 53.44	2,100	D	
Common Stock	12/08/2004	S	600	D	\$ 53.46	1,500	D	
Common Stock	12/08/2004	S	100	D	\$ 53.47	1,400	D	
Common Stock	12/08/2004	S	1,400	D	\$ 53.48	0	D	
Common Stock						300	I	By Spouse

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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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMACK JAMES W 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242			Sr. VP, Construction Materials	

Signatures

By: Amy M. Tucker,
Attorney-in-Fact

12/09/2004

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).

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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