

DENSON WILLIAM F III
 Form 4
 February 14, 2005

FORM 4

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

OMB APPROVAL

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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)
02/10/2005

____ 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 Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 17,847 | D | |
| Common Stock | | | | (A) or (D) | 438 | I | By Spouse |
| Common Stock (401k) | | | | (A) or (D) | 23,604 | I | By 401(k) |
| Common Stock (Restricted Stock Units) | | | | (A) or (D) | 14,097 | D | |

(1)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Performance Share Units | \$ 0 ⁽²⁾ | 02/10/2005 | | A | 2,600 | 01/01/2008 ⁽²⁾ ⁽²⁾ | Common Stock |
| Stock Options (Right to Buy) | \$ 57.095 | 02/10/2005 | | A | 17,000 | 01/01/2006 ⁽³⁾ 02/10/2015 | Common Stock |
| Performance Share Units | \$ 0 ⁽²⁾ | | | | | 01/01/2007 ⁽²⁾ ⁽²⁾ | Common Stock |
| Stock Options (Right to Buy) | \$ 32.947 | | | | | 02/12/1999 ⁽⁴⁾ 02/12/2008 | Common Stock |
| Stock Options (Right to Buy) | \$ 45.167 | | | | | 02/11/2000 ⁽⁴⁾ 02/11/2009 | Common Stock |
| Stock Options (Right to Buy) | \$ 42.344 | | | | | 02/10/2001 ⁽⁴⁾ 02/10/2010 | Common Stock |
| Stock Options (Right to Buy) | \$ 44.9 | | | | | 02/09/2002 ⁽⁴⁾ 02/09/2011 | Common Stock |
| Stock Options (Right to Buy) | \$ 45.95 | | | | | 02/07/2003 ⁽⁴⁾ 02/07/2012 | Common Stock |

Buy)

Stock

Options (Right to Buy) \$ 31.465

01/01/2004⁽³⁾ 02/13/2013

Common Stock 17

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 |
| DENSON WILLIAM F III 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242 | | | Sr. VP, General Counsel | |

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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