

KHAN EJAZ A  
Form 5  
February 13, 2006

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**KHAN EJAZ A**  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**VULCAN MATERIALS CO [VMC]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

**1200 URBAN CENTER DRIVE**  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**VP, Controller & CIO**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**BIRMINGHAM, AL 35242**

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	1,722	D	^
Common Stock (401k)	^	^	^	^	^	^	12,704	I	By 401(k)
Common Stock (Restricted Stock Units)	^	^	^	^	^	^	10,115	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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(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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title
Performance Share Units	\$ 0 <sup>(2)</sup>	Â	Â	Â	Â Â	01/01/2006 <sup>(2)</sup> Â <sup>(2)</sup>	Common Stock
Performance Share Units	\$ 0 <sup>(2)</sup>	Â	Â	Â	Â Â	01/01/2007 <sup>(2)</sup> Â <sup>(2)</sup>	Common Stock
Performance Share Units	\$ 0 <sup>(3)</sup>	Â	Â	Â	Â Â	01/01/2008 <sup>(3)</sup> Â <sup>(3)</sup>	Common Stock
Phantom Stock (Deferred Compensation)	\$ 0 <sup>(4)</sup>	Â	Â	Â	Â Â	Â <sup>(5)</sup> Â <sup>(5)</sup>	Common Stock
Stock Options (Right to Buy)	\$ 45.167	Â	Â	Â	Â Â	02/11/2000 <sup>(6)</sup> 02/11/2009	Common Stock
Stock Options (Right to Buy)	\$ 42.344	Â	Â	Â	Â Â	02/10/2001 <sup>(6)</sup> 02/10/2010	Common Stock
Stock Options (Right to Buy)	\$ 44.9	Â	Â	Â	Â Â	02/09/2002 <sup>(6)</sup> 02/09/2011	Common Stock
Stock Options (Right to Buy)	\$ 45.95	Â	Â	Â	Â Â	02/07/2003 <sup>(6)</sup> 02/07/2012	Common Stock
Stock Options (Right to Buy)	\$ 31.465	Â	Â	Â	Â Â	01/01/2004 <sup>(7)</sup> 02/13/2013	Common Stock
Stock Options (Right to Buy)	\$ 46.76	Â	Â	Â	Â Â	01/01/2005 <sup>(7)</sup> 02/12/2014	Common Stock
Stock Options (Right to Buy)	\$ 57.095	Â	Â	Â	Â Â	01/01/2006 <sup>(7)</sup> 02/10/2015	Common Stock
Stock Options (Right to Buy)	\$ 68.63	Â	Â	Â	Â Â	12/08/2005 <sup>(8)</sup> 12/08/2015	Common Stock

