Edgar Filing: MCGREGOR DOUGLAS J - Form 4

	OR DOUGLAS J											
Form 4 December 1	2 2005											
FORM	ЛЛ	CTATES S	FCII	DITIES /		VCU		COMMISSIO	NT.	OMB APPROVAL		
Check t	UNITED	SIAIESS		shington					N OMB Number:	3235-0		
if no lor subject Section Form 4	CHAN	IGES IN SECUI		Estimated burden hou	Expires: January 31 2009 Estimated average burden hours per response 0.5							
Form 5 obligations may continue.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(b).Iterational company Act of 1940												
(Print or Type	Responses)											
1. Name and MCGREG	S	2. Issuer Name and Ticker or Trading Symbol VULCAN MATERIALS CO [VM0				-	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (3. Date of Earliest Transaction					(Che	eck all applicabl	e)		
((Month/Day/Year) 12/09/2005				_X_ Director 10% Owner Officer (give title below) Dther (specify below)				
		4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
BIRMING	HAM, AL 35242							Person	More than One K	eporting		
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivat	ive Sec	urities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/		Code Disposed of (D)		D) 15)	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)			
				Code V		. ,						
Reminder: Re	port on a separate line	e for each class	s of secu	irities bene	Per info req	sons v ormatio uired t	who res on cont to respo	or indirectly. spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	TransactionDerivative		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		

number.

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	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)							
			C	Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Phantom Stock (Deferred Compensation)	<u>(1)</u>	12/09/2005	A	A <u>(2)</u>		242.954		(3)	(3)	Common Stock	242.9

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer Othe						
MCGREGOR DOUGLAS J 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х								
Signatures									
By: Amy M. Tucker, Attorney-in-Fact		12/12/2005							
**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) 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.