

BADGETT GUY M 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 *
BADGETT GUY M 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, Construction Materials

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					23,645.838	D	
Common Stock (401k)					35,708	I	By 401(k)
Common Stock (Restricted Stock Units) (1)					18,872	D	

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 Security (Instr. 3 and 4)	Amount or Number of
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Performance Share Units	\$ 0 ⁽²⁾	02/10/2005		A	4,300	01/01/2008 ⁽²⁾ ⁽²⁾	Common Stock	4
Stock Options (Right to Buy)	\$ 57.095	02/10/2005		A	26,000	01/01/2006 ⁽³⁾ 02/10/2015	Common Stock	26
Performance Share Units	\$ 0 ⁽²⁾					01/01/2007 ⁽²⁾ ⁽²⁾	Common Stock	12
Stock Options (Right to Buy)	\$ 18.853					05/17/1997 ⁽⁴⁾ 05/17/2006	Common Stock	22
Stock Options (Right to Buy)	\$ 21.313					02/14/1998 ⁽⁴⁾ 02/14/2007	Common Stock	22
Stock Options (Right to Buy)	\$ 32.947					02/12/1999 ⁽⁴⁾ 02/12/2008	Common Stock	21
Stock Options (Right to Buy)	\$ 45.167					02/11/2000 ⁽⁴⁾ 02/11/2009	Common Stock	30
Stock Options (Right to Buy)	\$ 42.344					02/10/2001 ⁽⁴⁾ 02/10/2010	Common Stock	38

