VULCAN MATERIALS CO
Form 4
May 31, 2007

FORM 4

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

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BADGETT GUY M III

(Last) (First) (Middle)

1200 URBAN CENTER DRIVE

(Street)

BIRMINGHAM, AL 35242

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2007

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. VP, Construction Materials

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/29/2007		M		21,225	A	$ 32.95	105,926.31	D	
Common Stock	05/29/2007		S		113	D	$ 117.89	105,813.31	D	
Common Stock	05/29/2007		S		6,518	D	$ 118	99,295.31	D	
Common Stock	05/29/2007		S		600	D	$ 118.02	98,695.31	D	
Common Stock	05/29/2007		S		400	D	$ 118.01	98,295.31	D	

Common Stock	05/29/2007	S	400	D	$ 118.03	97,895.31	D
Common Stock	05/29/2007	S	200	D	$ 118.04	97,695.31	D
Common Stock	05/29/2007	S	291	D	$ 118.05	97,404.31	D
Common Stock	05/29/2007	S	100	D	$ 118.07	97,304.31	D
Common Stock	05/29/2007	S	200	D	$ 118.09	97,104.31	D
Common Stock	05/29/2007	S	200	D	$ 118.25	96,904.31	D
Common Stock	05/29/2007	S	100	D	$ 118.28	96,804.31	D
Common Stock	05/29/2007	S	1,671	D	$ 118.3	95,133.31	D
Common Stock	05/29/2007	S	2,100	D	$ 118.35	93,033.31	D
Common Stock	05/29/2007	S	700	D	$ 118.41	92,333.31	D
Common Stock	05/29/2007	S	1,103	D	$ 118.42	91,230.31	D
Common Stock	05/29/2007	S	4,600	D	$ 117.9	86,630.31	D
Common Stock	05/29/2007	S	200	D	$ 117.91	86,430.31	D
Common Stock	05/29/2007	S	200	D	$ 117.92	86,230.31	D
Common Stock	05/29/2007	S	100	D	$ 118.36	86,130.31	D
Common Stock	05/29/2007	S	200	D	$ 118.6	85,930.31	D
Common Stock	05/29/2007	S	229	D	$ 118.62	85,701.31	D
Common Stock	05/29/2007	S	100	D	$ 118.63	85,601.31	D
Common Stock	05/29/2007	S	900	D	$ 118.74	84,701.31	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 SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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 o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Options (Right to Buy)	$ 32.95	05/29/2007		M			21,225	02/12/1999(1)	02/12/2008	Common Stock	21,225

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BADGETT GUY M III 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242			Sr. VP, Construction Materials	

Signatures

By: Amy M. Tucker, Attorney-in-Fact	05/31/2007
**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) 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.
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.