

VULCAN MATERIALS CO
 Form 4
 December 09, 2004

FORM 4

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

OMB APPROVAL

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

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 *
SMACK JAMES W

(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)
12/08/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, Construction Materials

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/08/2004		S	2,544 D	\$ 53	30,000	D
Common Stock	12/08/2004		S	1,300 D	\$ 53.32	28,700	D
Common Stock	12/08/2004		S	100 D	\$ 53.34	28,600	D
Common Stock	12/08/2004		S	2,500 D	\$ 53.36	26,100	D
Common Stock	12/08/2004		S	4,400 D	\$ 53.37	21,700	D

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Common Stock	12/08/2004	S	5,100	D	\$ 53.38	16,600	D	
Common Stock	12/08/2004	S	400	D	\$ 53.39	16,200	D	
Common Stock	12/08/2004	S	600	D	\$ 53.4	15,600	D	
Common Stock	12/08/2004	S	4,500	D	\$ 53.41	11,100	D	
Common Stock	12/08/2004	S	600	D	\$ 53.42	10,500	D	
Common Stock	12/08/2004	S	3,200	D	\$ 53.43	7,300	D	
Common Stock	12/08/2004	S	5,200	D	\$ 53.44	2,100	D	
Common Stock	12/08/2004	S	600	D	\$ 53.46	1,500	D	
Common Stock	12/08/2004	S	100	D	\$ 53.47	1,400	D	
Common Stock	12/08/2004	S	1,400	D	\$ 53.48	0	D	
Common Stock						300	I	By Spouse

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMACK JAMES W 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242			Sr. VP, Construction Materials	

Signatures

By: Amy M. Tucker,
Attorney-in-Fact

12/09/2004

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).

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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