

NAPIER JAMES V  
 Form 5  
 February 13, 2003

1. Name and Address of Reporting Person  
 NAPIER, JAMES V.  
 3355 Lenox Road, Suite 750  
 Atlanta, GA 30326  
 US
2. Issuer Name and Ticker or Trading Symbol  
 Vulcan Materials Company
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year  
 12/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
 Director                                       10% Owner  
 Officer (give title below)     Other (specify below)
7. 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	2. Trans- action Date (Month/ Day/ Year)	2A.Execu- action Date (Month/ Day/ Year)	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D)  Amount     A/D Price	5. Amo Securi Benefi Owned Follow Yea
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Common Stock (Restricted Stock    05/31/2002                                      A