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VULCAN MATERIALS CO Form 4 April 04, 2007							
FORM 4 UNITED					-	PPROVAL	
UNITED		RITIES AND EX ashington, D.C. 20		COMMISSION	N OMB Number:	3235-0287	
Check this box if no longer					Expires:	January 31, 2005	
Subject to Section 16. Form 4 or						Estimated average burden hours per	
	suant to Section	16(a) of the Securit	ties Exchar	nge Act of 1934.	response	. 0.5	
abligations	a) of the Public U	Jtility Holding Cor nvestment Compar	npany Act	of 1935 or Section	on		
(Print or Type Responses)							
1. Name and Address of Reporting SHEPHERD DANNY R	nbol Issuer			of Reporting Person(s) to			
	VULC	CAN MATERIALS	[] (Che	ck all applicabl	e)		
(Last) (First) (I		of Earliest Transaction					
1200 URBAN CENTER DR		/Day/Year) 2007		below)	Officer (give title Other (specify		
(Street)	ed(Month/Day/Year) Applica			dividual or Joint/Group Filing(Check icable Line) Form filed by One Reporting Person			
BIRMINGHAM, AL 35242					More than One R		
(City) (State)	(Zip) Ta	ble I - Non-Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	Execution Date, if any	3. 4. Securit TransactionAcquired Code Disposed (Instr. 8) (Instr. 3, 4 Code V Amount	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on a separate line	e for each class of sec			r 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.

 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	6. Date Exercisable and	7. Title and Amount of
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed (D) (Instr. 3, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (Deferred Compensation)	<u>(1)</u>	04/02/2007		А		58.71		(2)	(2)	Common Stock	58.71

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SHEPHERD DANNY R 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242			SVP, CMG-East					
Signatures								
By: Amy M. Tucker, Attorney-in-Fact		04/04/2007						
**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) Convertible on a 1-for-1 basis.

(2) 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.