

CARROLL PHILIP J JR

Form 5

February 13, 2003

- 1. Name and Address of Reporting Person
CARROLL, JR., PHILIP J.
River Oaks Bank Building
2001 Kirby Drive, Suite 910
Houston, TX 77019
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- tion Date (Month/ Day/ Year)	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D)	5. Amo Securi Benefi Owned Follow Yea
Common Stock (Restricted Stock	05/31/2002			A	