

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-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 2A.Execu-<br>tion<br>Date<br>(Month/<br>Day/<br>Year) | 3. Trans-<br>action<br>Code | 4. Securities Acquired (A)<br>or Disposed of (D)<br><br>Amount    A/D    Price | 5. Amo<br>Securi<br>Benefi<br>Owned<br>Follow<br>Yea |
|--------------------------------|---|---|-----------------------------|--|--|
| Common Stock (Restricted Stock | 05/31/2002  |   | A                           |  |  |