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)
   (X) Director ( ) 10% Owner
   ( ) Officer (give title below) ( ) Other (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
   (X) 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. Transaction Date (Month/Day/Year)	2A. Execution Date (Month/Day/Year)	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)			5. Amo Securi Benefi Owned Follow Yea
				Amount	A/D	Price	
Common Stock (Restricted Stock	05/31/2002		A				