

VULCAN MATERIALS CO  
Form S-8 POS  
June 20, 2006

Registration Number 33-28397

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**AMENDMENT NO. 1**  
**FORM S-8**  
REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933

**VULCAN MATERIALS COMPANY**  
(Exact name of registrant as specified in its charter)

|   |   |
|---|---|
| New Jersey  | 63-0366371                              |
| (State or other jurisdiction of<br>incorporation or organization) | (I.R.S. Employer<br>Identification No.) |

1200 Urban Center Drive, Birmingham, Alabama 35242  
205/298-3000  
*(Address of Principal Executive Offices)*

**Vulcan Materials Company Chemicals Division Hourly Employees Savings Plan**  
*(Full Title of Plan)*

William F. Denson, III, Esq.  
General Counsel  
Vulcan Materials Company  
1200 Urban Center Drive  
Birmingham, Alabama 35242  
205/298-3000

*(Name, address, including zip code and telephone number, including area code, of agent for service)*

**All securities registered and not sold pursuant to this Registration Statement are hereby deregistered.**

Item 8. Exhibits The following exhibit is filed as part of this Registration Statement:

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24(a) Powers of Attorney.\*

\*Incorporated by reference from the Registration Statement on Form S-8 (Registration No. 33-28397) filed September 19, 2002.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, State of Alabama, on June 19, 2006.

VULCAN MATERIALS COMPANY

By:           /s/Donald M. James            
 Donald M. James  
 Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| <u>Signature</u>   | <u>Title</u>  | <u>Date</u>   |
|--|---|---------------|
| <u>          /s/Donald M. James          </u><br>Donald M. James     | Chairman, Chief Executive<br>Officer and Director<br>(Principal Executive Officer)            | June 19, 2006 |
| <u>          /s/Daniel F. Sansone          </u><br>Daniel F. Sansone | Senior Vice President<br>and Chief Financial Officer<br>(Principal Financial Officer)         | June 19, 2006 |
| <u>          /s/Ejaz A. Khan          </u><br>Ejaz A. Khan           | Vice President, Controller<br>and Chief Information Officer<br>(Principal Accounting Officer) | June 19, 2006 |
| Philip J. Carroll, Jr.   | Director  |               |
| Livio D. DeSimone  | Director  |               |
| Phillip W. Farmer  | Director  |               |
| H. Allen Franklin  | Director  |               |
| Douglas J. McGregor  | Director  |               |
| James V. Napier  | Director  |               |
| Donald B. Rice   | Director  |               |
| Orin R. Smith  |   |               |
| <u>          /s/William F. Denson, III          </u>                 |   | June 19, 2006 |

William F. Denson, III  
Attorney-in-Fact  
For Each of the Directors  
Listed Above

The Plan. Pursuant to the requirements of the Securities Act of 1933, as amended, the administrators duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Birmingham, State of Alabama, on June 19, 2006.

VULCAN MATERIALS COMPANY CHEMICALS  
DIVISION HOURLY EMPLOYEES SAVINGS PLAN

By:           /s/Charles D. Lockhart            
Charles D. Lockhart  
Chairman and Member of Administration Committee

By:           /s/Norman Jetmundsen, Jr.            
Norman Jetmundsen, Jr.  
Member of Administration Committee

By:           /s/Bennie W. Bumpers            
Bennie W. Bumpers  
Member of Administration Committee