

FLORIDA ROCK INDUSTRIES INC
Form 425
November 06, 2007

FILED BY VULCAN MATERIALS COMPANY
PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933

SUBJECT COMPANY: FLORIDA ROCK INDUSTRIES, INC.
COMMISSION FILE NO. 001-07159

Important Information

In connection with the proposed acquisition by Vulcan Materials Company of Florida Rock Industries, Inc., a registration statement on Form S-4 was filed by Virginia Holdco, Inc., a wholly-owned subsidiary of Vulcan Materials, with the SEC on July 13, 2007 (Registration No. 333-142060), as amended by Post-Effective Amendment No. 1 filed on October 16, 2007, containing a definitive proxy statement/prospectus and other documents filed by Vulcan Materials and Florida Rock. **SHAREHOLDERS OF FLORIDA ROCK ARE ENCOURAGED TO READ THE REGISTRATION STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE PROXY STATEMENT/PROSPECTUS THAT IS PART OF THE REGISTRATION STATEMENT, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** The final proxy statement/prospectus was mailed to shareholders of Florida Rock on or about July 17, 2007. Investors and security holders may obtain the documents free of charge at the SEC's website, www.sec.gov, from www.vulcanfloridarock.com, www.vulcanmaterials.com or www.flarock.com.

Cautionary Statement Regarding Forward-Looking Statements

Certain matters discussed in this document, including expectations regarding future performance of Florida Rock and Vulcan Materials, contain forward-looking statements that are subject to risks, assumptions and uncertainties that could cause actual results to differ materially from those projected. These risks, assumptions, and uncertainties include, but are not limited to, those associated with general economic and business conditions; changes in interest rates; the timing and amount of federal, state and local funding for infrastructure; changes in the level of spending for residential and private nonresidential construction; the highly competitive nature of the construction materials industry; pricing; weather and other natural phenomena; energy costs; cost of hydrocarbon-based raw materials; increasing healthcare costs; the timing and amount of any future payments to be received by Vulcan Materials under two earn-outs contained in the agreement for the divestiture of Vulcan Materials' Chemicals business; the ability to manage and successfully integrate acquisitions; risks and uncertainties related to the proposed transaction with Florida Rock Industries, Inc. (Florida Rock) including the ability to successfully integrate the operations of Florida Rock and to achieve the anticipated cost savings and operational synergies following the closing of the proposed transaction with Florida Rock; and other assumptions, risks and uncertainties detailed from time to time in either company's SEC reports, including each company's report on Form 10-K for the year. There can be no assurance that the transaction described above will be consummated. Forward-looking statements speak only as of the date hereof, and each company assumes no obligation to update such statements.

Unless otherwise noted, the information provided herein is provided on a pro forma basis, to the extent the parties dispose of any assets in connection with the merger, certain of the data will be affected.

[The following is a joint press release of Vulcan Materials Company and Florida Rock Industries, Inc. disseminated on the evening of November 5, 2007.]

**VULCAN MATERIALS AND FLORIDA ROCK
ANNOUNCE ANTICIPATED CLOSING DATE FOR MERGER AND SET
CONSIDERATION ELECTION DEADLINES**

Birmingham, AL, and Jacksonville, FL - November 5, 2007 - Vulcan Materials Company (NYSE: VMC) and Florida Rock Industries, Inc. (NYSE: FRK) announced today that they anticipate closing their proposed merger, which remains subject to the satisfaction of closing conditions, on or about November 16, 2007. In connection with the closing of the proposed merger, the deadline for Florida Rock shareholders to elect whether to receive cash consideration, stock consideration or a combination thereof, subject to proration as described in the proxy statement/prospectus, has been set for 5:00 p.m. Eastern Standard Time on November 14, 2007 (or 5:00 p.m. Eastern Standard Time on November 13, 2007 for participants in certain Florida Rock profit sharing plans). Florida Rock shareholders who hold their shares in street name may have an earlier election deadline and should carefully review any materials they receive from their broker to determine the election deadline applicable to them.

Florida Rock registered shareholders and participants in certain Florida Rock profit sharing plans may download election materials at the following website: <http://www.dfking.com/floridarock>. Florida Rock shareholders who have previously submitted their election materials do not need to take any further action. Florida Rock shareholders with questions regarding their election are urged to call D.F. King & Co., Inc., which is assisting Florida Rock, toll free at (800) 347-4750.

About Vulcan Materials

Vulcan Materials Co., a member of the S&P 500 index, is the nation's foremost producer of construction aggregates and a major producer of other construction materials.

About Florida Rock

Florida Rock Industries, Inc. is one of the nation's leading producers of construction aggregates, a major provider of ready-mixed concrete and concrete products in the Southeastern and Mid-Atlantic States and a significant supplier of cement in Florida and Georgia.

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