VULCAN MATERIALS CO
Reported by
KHAN EJAZ A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/31/11 for the Period Ending 01/27/11

Address    1200 URBAN CENTER DRIVE
            BIRMINGHAM, AL 35242
Telephone   2052983000
CIK         0001396009
Symbol      VMC
Fiscal Year 12/31
Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person *
KHAN EJAZ A
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

2. Issuer Name and Ticker or Trading Symbol
Vulcan Materials CO [ VMC ]

3. Date of Earliest Transaction (MM/DD/YYYY)
1/27/2011

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
- Director
- 10% Owner
- Officer (give title below)
- Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
- Form filed by One Reporting Person
- Form filed by More than One Reporting Person

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 8)</th>
<th>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
<th>Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>1/27/2011</td>
<td>M</td>
<td></td>
<td>2842.0000</td>
<td>A</td>
<td>$0 (1)</td>
<td>6572.0000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/27/2011</td>
<td>F</td>
<td></td>
<td>819.0000</td>
<td>D</td>
<td>$44.3600</td>
<td>5753.0000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 8)</th>
<th>Deemed Execution Date, if any</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Comp DSUs/PSUs)</td>
<td>(1)</td>
<td>1/27/2011</td>
<td>M</td>
<td>2842.2430</td>
<td>(1)</td>
<td>(1)</td>
<td>Common Stock 2842.2430</td>
<td>(1)</td>
<td>9333.1970</td>
<td>D</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) Each share of phantom stock was the economic equivalent of one share of Vulcan common stock. The reporting person settled his shares of phantom stock for an equal number of shares of Vulcan common stock on January 27, 2011.

(2) Shares sold by Company for tax withholding.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>KHAN EJAZ A</td>
<td>Director</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>10% Owner</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>VP, Controller &amp; CIO</td>
</tr>
</tbody>
</table>
Remainder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.