VULCAN MATERIALS CO
Reported by
SHEPHERD DANNY R

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 08/19/10 for the Period Ending 08/17/10

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *
   SHEPHERD DANNY R
   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)
   8/17/2010

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   ___ Director
   ___ 10% Owner
   X Officer (give title below)
   ____ Other (specify below)
   SVP, CMG-East

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock</td>
<td>8/17/2010</td>
<td>I</td>
<td>3714.03 (A)</td>
<td>3714.03 Common Stock 38.61 11617.119 D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) Each share of phantom stock is the economic equivalent of one share of VMC common stock. Shares of phantom stock are payable in cash following the reporting person's termination of employment with VMC, and may be transferred by the reporting person into an alternative investment account at any time.

Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

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</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>(1)</td>
<td>8/17/2010</td>
<td>I</td>
<td>3714.03 (A)</td>
<td>(I)</td>
<td>Common Stock 3714.03 38.61 11617.119 D</td>
<td>(I)</td>
<td>(I)</td>
<td>(I)</td>
<td>(I)</td>
</tr>
</tbody>
</table>

Reporting Owners

Reporting Owner Name / Address          Relationships
SHEPHERD DANNY R 1200 URBAN CENTER DRIVE  SVP, CMG-East
BIRMINGHAM, AL 35242

Signatures

Amy M. Tucker, Attorney-in-Fact  8/19/2010

** Signature of Reporting Person
Reminder: 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.