VULCAN MATERIALS CO
Reported by
JAMES DONALD M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/05/08 for the Period Ending 02/01/08

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 *

JAMES DONALD M
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)

2/1/2008

4. If Amendment, Date Original Filed (MM/DD/YYYY)


5. Relationship of Reporting Person(s) to Issuer

X Director
X Officer (give title below) Chairman & CEO

6. Individual or Joint/Group Filing

X Form filed by One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/1/2008</td>
<td>M</td>
<td>20000 A</td>
<td>$32.95</td>
<td>295715 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>2/1/2008</td>
<td>F</td>
<td>8421 D</td>
<td>$78.25</td>
<td>287294 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>2/1/2008</td>
<td>F</td>
<td>4799 D</td>
<td>$78.25</td>
<td>282495 D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>V</th>
<th>(A)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>2/1/2008</td>
<td>M</td>
<td>20000</td>
<td>$32.95</td>
<td>2/12/1999 (3)</td>
<td>2/12/2008</td>
<td>Common Stock</td>
<td>20000</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) Mature VMC shares deemed tendered for option exercise price.
(2) Shares withheld by Company for tax withholding.
(3) The option vests over five years in 20% increments each year on the anniversary of the grant date.
Signatures

* Signature of Reporting Person Date

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.