VULCAN MATERIALS CO
Reported by
KOROLOGOS ANN MCLAUGHLIN

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/03/10 for the Period Ending 06/01/10

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code</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)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock</td>
<td>(1)</td>
<td>6/1/2010</td>
<td>A</td>
<td>(A)</td>
<td></td>
<td>V (A)</td>
<td>V (D)</td>
</tr>
<tr>
<td>Deferred Stock Units</td>
<td></td>
<td></td>
<td>1803</td>
<td>(3)</td>
<td>V (3)</td>
<td>$0 (3)</td>
<td>5272.019</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>1803</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th></th>
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<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Stock Units)</td>
<td></td>
<td>6/1/2010</td>
<td></td>
<td>A</td>
<td>(A)</td>
<td>1803</td>
<td>(D)</td>
<td>Common Stock</td>
<td>1803</td>
<td>$0</td>
<td>5272.019</td>
</tr>
</tbody>
</table>

### Explanation of Responses:

1. Convertible on a 1-for-1 basis.
2. Annual deferred stock grant made to the reporting person under the Vulcan Materials Company 2006 Omnibus Long-Term Incentive Plan.
3. Deferred Stock Units vest on the third anniversary of the grant date. Vested shares will be delivered to the reporting person in the month of April following the year in which the reporting person ceases to be a member of the Board of Directors, unless the reporting person has elected to defer payment of the award, or unless payment is made earlier due to the death or disability of the reporting person or a change in control of Vulcan. The fair market value of the award is not determinable until the payment 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.

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