VULCAN MATERIALS CO

FORM DEFA14A
(Additional Proxy Soliciting Materials (definitive))

Filed 04/04/12

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
SIC Code 1400 - Mining & Quarrying of Nonmetallic Minerals (No Fuels)
Industry Construction - Raw Materials
Sector Capital Goods
Fiscal Year 12/31
VULCAN MATERIALS COMPANY

(Exact name of registrant as specified in its charter)

1200 Urban Center Drive
Birmingham, Alabama 35242
(Address of principal executive offices)

(205) 298-3000
Registrant's telephone number, including area code:

Not Applicable
(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
[X] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Item 8.01 Other Events.


Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

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<th>Exhibit No.</th>
<th>Description</th>
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant had duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Vulcan Materials Company

Date: April 4, 2012

By: /s/ Robert A. Wason

Name: Robert A. Wason IV
Title: Senior Vice President & General Counsel
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BY FACSIMILE AND E-MAIL

Martin Marietta Materials, Inc.
2710 Wycliff Road
Raleigh, North Carolina 27607-3033
Telephone: 919-783-4603
Facsimile: 919-783-4535

Attention: Roselyn R. Bar, Senior Vice President, General Counsel and Corporate Secretary

Re: Notice of Nomination

Dear Ms. Bar:

I am writing on behalf of Vulcan Materials Company (“Vulcan”) in response to your April 3, 2012 letter concerning Martin Marietta Materials, Inc.’s (“Martin Marietta”) nomination of candidates for Vulcan’s Board of Directors with respect to Vulcan’s 2012 Annual Meeting of Shareholders and, in particular, the confidentiality agreements entered into by Martin Marietta with its proposed nominees that were not disclosed in Martin Marietta’s nomination documents (the “Nominee Agreements”).

We take note of your assertions that the Nominee Agreements are straightforward and were not required to be disclosed by Vulcan’s Bylaws and associated questionnaire and Representation and Agreement or the SEC rules, and that “[t]he only commitment given to [Martin Marietta] by each of the [n]ominees is that he or she will stand for election to the Vulcan Board and, if elected, will serve on the Vulcan Board.” However, to date you have chosen not to make these agreements public, which for example could easily be done via an exhibit to your recent letter filing, or to otherwise make them available to Vulcan in a manner that would permit them to be used in connection with Vulcan’s review of the nomination in accordance with its governing documents.

Although you suggest that Martin Marietta has already given these agreements to Vulcan, they were produced under a court order and the Vulcan Board does not have access to them. We hereby reiterate our request for you to produce the Nominee Agreements as soon as possible so that the Vulcan Board can proceed with its review.

This letter is not and should not in any way be deemed to be an admission by Vulcan that Martin Marietta’s nomination materials would be valid but for the matters raised herein, or that Martin Marietta has otherwise complied with the applicable provisions of the Bylaws or of applicable law. Vulcan expressly preserves its right to challenge other defects in the nomination documents, and does not waive any such right or any related rights.
Sincerely,

/s/ Robert A. Wason IV

Robert A. Wason IV

cc: Edward D. Herlihy, Esq., Wachtell, Lipton, Rosen & Katz
    Igor Kirman, Esq., Wachtell, Lipton, Rosen & Katz
    Philip R. Lochner, Jr.
    Edward W. Moneypenny
    Karen R. Osar
    V. James Sardo
    J. Keith Matheney
    A. Jay Meyerson
c/o McElroy, Deutsch, Mulvaney & Carpenter, LLP
    1300 Mount Kemble Avenue
    P.O. Box 2075
    Morristown, NJ 07962-2075
    Attn: Joseph LaSala