VULCAN MATERIALS CO
Reported by
FRANKLIN H ALLEN

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 12/18/12 for the Period Ending 12/17/12

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
FORM 4

United States Securities and Exchange Commission
Washington, D.C. 20549

Statement of Changes in Beneficial Ownership of Securities

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *

FRANKLIN H ALLEN

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)

12/17/2012

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


5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

<table>
<thead>
<tr>
<th>Code</th>
<th>Trans. Date</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
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</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Code</th>
<th>Trans. Date</th>
<th>Exercisable Date</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
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Explanation of Responses:

(1)Convertible on a 1-for-1 basis.

(2)Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.

(3)The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>FRANKLIN H ALLEN 1200 URBAN CENTER DRIVE</td>
<td>Director</td>
</tr>
</tbody>
</table>

Signatures

Amy M. Tucker, Attorney-in-Fact 12/18/2012

** 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.