VULCAN MATERIALS CO
Reported by
KHAN EJAZ A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/05/12 for the Period Ending 03/01/12

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 *

KHAZAJA A

(Last) (First) (Middle)

1200 URBAN CENTER DRIVE

(Street)

BIRMINGHAM, AL 35242

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [ VMC ]

3. Date of Earliest Transaction (MM/DD/YYYY)

3/1/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director

_____ 10% Owner

__X__ Officer (give title below)

_____ Other (specify below)

VP, Controller & CIO

6. Individual or Joint/Group Filing (Check Applicable Line)

_X__ Form filed by One Reporting Person

__ Form filed by More Than One Reporting Person

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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 (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>
<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>Common Stock</td>
<td>3/1/2012</td>
<td>A</td>
<td>486.0000</td>
<td>A $44.59</td>
<td>8805.1348</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>3/1/2012</td>
<td>F</td>
<td>51.0000 (1)</td>
<td>D $44.59</td>
<td>2280.0000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>3/1/2012</td>
<td>F</td>
<td>270.0000 (1)</td>
<td>D $44.59</td>
<td>2010.0000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>3/1/2012</td>
<td>D</td>
<td>486.0000 (2)</td>
<td>D $44.59</td>
<td>1524.0000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>3/1/2012</td>
<td>D</td>
<td>811.0000 (3)</td>
<td>D $44.59</td>
<td>713.0000</td>
<td>D</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 Comp DSUs/PSUs)</td>
<td>(3) 3/1/2012</td>
<td>A</td>
<td>811.0000</td>
<td>(A)</td>
<td>(D) Exercisable and Expiration Date Title Amount or Number of Shares Common Stock 811.0000 $44.59 9599.8391 D</td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Represents the portion of the shares of common stock received upon the vesting of the restricted stock units (‘RSUs’) that the reporting person has elected to surrender to the Company in payment of taxes associated with the vesting.

(2) Represents time-based restricted stock units (‘RSUs’) reported as shares of common stock.

(3) Represents time-based restricted stock units (‘RSUs’) reported as shares of common stock. The reporting person has elected, upon the vesting thereof, to defer the receipt of these shares under the terms of the Company’s Executive Deferred Compensation Plan.
### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>KHAN EJAZ A</td>
<td></td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>Director</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>10% Owner</td>
</tr>
<tr>
<td></td>
<td>Officer</td>
</tr>
<tr>
<td></td>
<td>Other</td>
</tr>
<tr>
<td></td>
<td>VP, Controller &amp; CIO</td>
</tr>
</tbody>
</table>

**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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