VULCAN MATERIALS CO
Reported by
CLEMENTS DAVID P

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/17/15 for the Period Ending 02/12/15

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
### Form 4

**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**
   - **Clements David P**
   - **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)**
   - **2/12/2015**

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

5. **Relationship of Reporting Person(s) to Issuer**
   - 
   - **Director**
   - **X** Officer (give title below)
   - **10% Owner**
   - **Other (specify below)**
   - **President, Central Division**

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   - 
   - **X** 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>Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/12/2015</td>
<td>M</td>
<td>858.0000</td>
<td>$78.0000</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>2/12/2015</td>
<td>M</td>
<td>1380.0000</td>
<td>$78.0000</td>
</tr>
<tr>
<td>Performance Share Units</td>
<td>2/12/2015</td>
<td>A</td>
<td>3300.0000</td>
<td>$3300.0000</td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>$79,4100</td>
<td>A</td>
<td>3300.0000</td>
<td>$3300.0000</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due.

2. Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due on a payment date determined by the Compensation Committee. Performance Share Units vest at December 31 following a three-year award period. At the end of the award period, the Compensation Committee determines the payment amount based on Company performance.

3. Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2015 and ends on December 31, 2018. At the end of the Performance Period, the Compensation Committee determines the payment amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Director</td>
<td>10% Owner</td>
</tr>
<tr>
<td>Officer</td>
<td>Other</td>
</tr>
</tbody>
</table>
Clements David P
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
President, Central Division

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.