VULCAN MATERIALS CO
Reported by
MCGREGOR DOUGLAS J

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 11/12/08 for the Period Ending 11/11/08

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK       0001396009
Symbol    VMC
Fiscal Year 12/31
**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,  
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** *
   
   MCGREGOR DOUGLAS J  
   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)  
   11/11/2008

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)  
   _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>Title of Security (Instr. 3)</th>
<th>2A. Trans. Date</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>Phantom Stock (Deferred Compensation)</td>
<td>(1)</td>
<td>11/11/2008</td>
<td>A</td>
<td>(A)</td>
<td>(D)</td>
<td>Date Exercisable</td>
</tr>
<tr>
<td>Common Stock</td>
<td>28</td>
<td>$52.94</td>
<td>45926</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**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>
</table>
| MCGREGOR DOUGLAS J  
1200 URBAN CENTER DRIVE  
BIRMINGHAM, AL 35242 | Director 10% Owner Officer Other |

**Signatures**
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.