VULCAN MATERIALS CO
Reported by
KOROLOGOS ANN MCLAUGHLIN

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/04/08 for the Period Ending 06/02/08

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
1. Name and Address of Reporting Person *

KOROLOGOS ANN MCLAUGHLIN

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [ VMC ]

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

6/2/2008

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer

(Instruction 1(b))

X Director

10% Owner

Officer (give title below)

Other (specify below)

1200 URBAN CENTER DRIVE

BIRMINGHAM, AL 35242

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Stock Units)</td>
<td>6/2/2008</td>
<td>A</td>
<td>1400</td>
<td>Common Stock</td>
<td>1400</td>
<td>V</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

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

2. Annual deferred stock grant made to the reporting person under the Vulcan Materials Company 2006 Omnibus Long-Term Incentive Plan.

3. Deferred Stock Units vest on June 1, following a three-year award period. Vested shares will be delivered to the reporting person in the month of March following the year in which the reporting person ceases to be a member of the Board of Directors, unless the reporting person has elected to defer payment of the award, or unless payment is made earlier due to the death or disability of the reporting person or a change in control of Vulcan. 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>KOROLOGOS ANN MCLAUGHLIN</td>
<td>Director 10% Owner Officer Other</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>X</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.

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.