VULCAN MATERIALS CO
Reported by
JAMES DONALD M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/03/11 for the Period Ending 03/01/11

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 *  
   
   JAMES DONALD M  
   (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)  
   
   3/1/2011  

4. If Amendment, Date Original Filed (MM/DD/YYYY)  
   
   3/1/2011  

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
   
   _ X ___ Director  
   _ X ___ 10% Owner  
   _ X ___ Officer (give title below)  
   ____ Other (specify below)  
   Chairman & CEO  

6. Individual or Joint/Group Filing (Check Applicable Line)  
   
   _ X _ Form filed by One Reporting Person  
   _ X _ Form filed by More than One Reporting Person  

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 8)</th>
<th>Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Price or Determination of Price</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>3/1/2011</td>
<td>D</td>
<td>25566.0000 (1)</td>
<td>D $44.7800</td>
<td>27084.0000</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>Derivative Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title of Derivative Security Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units (2)</td>
<td>3/1/2011</td>
<td>A</td>
<td>66300.0000</td>
<td>(2)</td>
<td>(2)</td>
<td>Common Stock 66300.0000 (2)</td>
<td>66300.0000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Phantom Stock (Deferred Comp DSUs/PSUs) (1)</td>
<td>3/1/2011</td>
<td>A</td>
<td>25566.0000</td>
<td>(1)</td>
<td>(1)</td>
<td>Common Stock 25566.0000</td>
<td>44.7800</td>
<td>181011.2700</td>
<td></td>
</tr>
<tr>
<td>Stock Appreciation Right $43.6300</td>
<td>3/1/2011</td>
<td>A</td>
<td>65400.0000</td>
<td>3/1/2012 3/1/2021</td>
<td>Common Stock 65400.0000</td>
<td>0.0000</td>
<td>65400.0000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) 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.

(2) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2011 and ends on December 31, 2014. 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>
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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