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
Mills Michael R
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)
3/13/2013

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

5. Relationship of Reporting Person(s) to Issuer
X Director
X 10% Owner

Senior Vice President and Gene

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</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 (401k)</td>
<td>3/13/2013</td>
<td>I</td>
<td>734.6200 (1)</td>
<td>A $54.4500</td>
<td>4614.3400 D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/15/2013</td>
<td>M</td>
<td>3300.0000</td>
<td>A $46.4000</td>
<td>8192.0000 D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>3/15/2013</td>
<td>S</td>
<td>3300.0000</td>
<td>D $54.8000</td>
<td>4892.0000 D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>768.0000</td>
<td>By Spouse</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable or Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$46.4600</td>
<td>3/15/2013</td>
<td>M</td>
<td>3300.0000</td>
<td>1/1/2005 2/12/2014</td>
<td>Common Stock 3300.0000</td>
<td>$46.4600</td>
<td>0.0000</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanations of Responses:
(1) The Vulcan Materials Company Thrift Plan for Salaried Employees is a defined contribution plan that accounts for participant interests in the Plan, including interests in the Employee Stock Ownership Plan (ESOP) account, in terms of dollars. The number reported has been calculated by converting into shares the change in the dollar amount (net of changes due to intra-plan transfers) allocated to the participant's employer stock account during the period (resulting from participant contributions, Company-matching contributions and dividend equivalent payments on employer stock account balances) based on a formula used by the Company in the administration of the Plan. The corresponding transactions by the Plan in the Company's common stock are exempt from the application of Section 16(b).

Reporting Owners
Reported Owner Name / Address
Mills Michael R
Remainder: 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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