VULCAN MATERIALS CO
Reported by
JAMES DONALD M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 11/07/13 for the Period Ending 11/05/13

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *

JAMES DONALD M

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)

11/5/2013

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

__ X __ Director

__ X __ 10% Owner

__ X __ Officer (give title below)

Chairman & CEO

Other (specify below)

__ 10% Owner

__ Officer (give title below)

Chairman & CEO

__ 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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Date</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>11/5/2013</td>
<td>M</td>
<td>130000.0000</td>
<td>A</td>
<td>$46.7600</td>
<td>168471.0000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/5/2013</td>
<td>F</td>
<td>11640.0000 (1)</td>
<td>D</td>
<td>$57.7800</td>
<td>156831.0000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/5/2013</td>
<td>F</td>
<td>105205.0000 (2)</td>
<td>D</td>
<td>$57.7800</td>
<td>51626.0000</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>76254.0000</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate Security</th>
<th>Date</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Securities Underlying Derivative Security</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$46.7600</td>
<td>11/5/2013</td>
<td>M</td>
<td>130000.0000</td>
<td>1/1/2005 (3)</td>
<td>$46.7600</td>
</tr>
</tbody>
</table>

Explanation of Responses:

( 1) Shares withheld by Company for tax withholding.

( 2) Mature VMC shares deemed tendered for option exercise price.

( 3) The option vests over five years in 20% increments each year on December 31 following the grant date.

Reporting Owners

Reporting Owner Name / Address | Relationships
---|---
JAMES DONALD M | Chairman & CEO
1200 URBAN CENTER DRIVE | X
BIRMINGHAM, AL 35242 | Director 10% Owner Officer Other
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.

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.