VULCAN MATERIALS CO
Reported by
CARROLL PHILIP J JR

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 10/14/08 for the Period Ending 10/09/08

Address
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
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 *
   CARROLL PHILIP J JR
   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)
   10/9/2008

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)

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

<table>
<thead>
<tr>
<th>1. Title of Security</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>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock</td>
<td>10/9/2008</td>
<td>A</td>
<td>41.12</td>
<td>(A)</td>
<td>Common Stock 41.12 $72.96 14184.49 D</td>
</tr>
<tr>
<td>Deferred Compensation</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phantom Stock</td>
<td>10/10/2008</td>
<td>A</td>
<td>110.97</td>
<td>(A)</td>
<td>Common Stock 110.97 $72.09 14295.46 D</td>
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<td></td>
</tr>
<tr>
<td>Phantom Stock</td>
<td>10/11/2008</td>
<td>A</td>
<td>249.79</td>
<td>(A)</td>
<td>Common Stock 249.79 $71.06 14545.25 D</td>
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<tr>
<td>Deferred Compensation</td>
<td></td>
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</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.

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

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</tr>
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<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>(1)</td>
<td>10/9/2008</td>
<td>A</td>
<td>41.12</td>
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</tbody>
</table>

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>CARROLL PHILIP J JR</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.