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*  
MCGREGOR DOUGLAS J  
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)  
6/15/2016

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

5. Relationship of Reporting Person(s) to Issuer  
X__ Director   ___ 10% Owner   ___ Officer (give title below)   ___ 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

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### 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)</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>Phantom Stock (Deferred Compensation)</td>
<td>(1) 6/15/2016</td>
<td>A (2) 471.5930 (3) 471.5930</td>
<td>(2)</td>
<td>(3)</td>
<td>Common Stock 471.5930 $116.6260 67068.1480 D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivate 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 and 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>
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<tbody>
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<td>A</td>
<td>471.5930</td>
<td>(3)</td>
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<td>(2) Common Stock 471.5930 $116.6260 67068.1480 D</td>
<td>(3)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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### 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.

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### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>MCGREGOR DOUGLAS J</td>
<td>X</td>
</tr>
</tbody>
</table>

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<thead>
<tr>
<th>Reporting Owner Name / Address</th>
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</thead>
<tbody>
<tr>
<td>MCGREGOR DOUGLAS J</td>
<td></td>
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</table>

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### Signatures

Signature of Reporting Person