VULCAN MATERIALS CO
Reported by
JAMES DONALD M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/10/11 for the Period Ending 02/08/11

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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
   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)

   2/8/2011

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

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

   **X** Director
   **X** Officer (give title below)

   Chairman & CEO

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>Trans. Date</th>
<th>Trans. Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/8/2011</td>
<td>M</td>
<td>15079.0000</td>
<td>$44.9000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>2/8/2011</td>
<td>S</td>
<td>15079.0000</td>
<td>$0 (1)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>158031.0000</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 Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

Explanation of Responses:

(1) Shares were sold on February 8, 2011 at prices ranging from $45.10 to $45.14 per share. Full information regarding the number of shares sold at each separate price will be provided upon request.

(2) The option vests over five years in 20% increments each year on the anniversary of the grant date.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>JAMES DONALD M</td>
<td>Director 10% Owner Officer Other</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>X Chairman &amp; CEO</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></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.

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.