VULCAN MATERIALS CO
Reported by
WASON ROBERT A IV

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 09/18/09 for the Period Ending 09/16/09

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, 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 *

WASON ROBERT A IV

1200 URBAN CENTER DRIVE

BIRMINGHAM, AL 35242

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [ VMC ]

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

_____ Director

_____ 10% Owner

___X____ Officer (give title below)

_____ Other (specify below)

Sr. VP, General Counsel

Sr. VP, General Counsel

3. Date of Earliest Transaction (MM/DD/YYYY)

9/16/2009

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>1. 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</td>
<td>9/16/2009</td>
<td>M</td>
<td>V</td>
<td>7500 A</td>
<td>$42,344</td>
<td>35206</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>9/16/2009</td>
<td>S</td>
<td>7500 D</td>
<td>$0 (1)</td>
<td>27706</td>
<td></td>
<td>D</td>
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<tr>
<td>Common Stock</td>
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</tr>
</tbody>
</table>

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>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$42,344</td>
<td>9/16/2009</td>
<td>M</td>
<td>7500</td>
<td>2/10/2001 (2)</td>
<td>2/10/2010</td>
<td>Common Stock</td>
<td>7500</td>
<td>$42,344</td>
<td>0 D</td>
<td>By Spouse</td>
</tr>
</tbody>
</table>
Explanation of Responses:
(1) Shares were sold on September 16, 2009 at prices ranging from $60.08 to $60.24 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.

<table>
<thead>
<tr>
<th>Reporting Owners</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>WASON ROBERT A IV</td>
<td>Director, Sr. VP, General Counsel</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>10% Owner, Officer</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>Other</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.

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