VULCAN MATERIALS CO
Reported by
KHAN EJAZ A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 09/17/12 for the Period Ending 09/13/12

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>9/13/2012</td>
<td>M</td>
<td>6600.0000</td>
<td>$31.4650</td>
</tr>
<tr>
<td>Common Stock</td>
<td>9/13/2012</td>
<td>F</td>
<td>4469.0000</td>
<td>$46.4600</td>
</tr>
<tr>
<td>Common Stock</td>
<td>9/13/2012</td>
<td>F</td>
<td>669.0000</td>
<td>$46.4600</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>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Exercisable Date</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$31.4650</td>
<td>9/13/2012</td>
<td>M</td>
<td>6600.0000</td>
<td>1/12004 (3)</td>
<td>$31.4650</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

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>KHAN EJAZ A</td>
<td>Director, 10% Owner, Officer, VP, Controller &amp; CIO</td>
</tr>
</tbody>
</table>
Signatures

Amy M. Tucker, Attorney-in-Fact

** Signature of Reporting Person 9/17/2012 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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