VULCAN MATERIALS CO
Reported by
KHAN EJAZ A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/27/15 for the Period Ending 02/25/15

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
**FORM 4**

[ ] Check this box if no longer subject to Section 16. 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 or Section 30(h) of the Investment Company Act of 1940.

1. **Name and Address of Reporting Person** *
   
   KHAN EJAZ A
   
   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)
   
   2/25/2015

4. **If Amendment, Date Original Filed** (MM/DD/YYYY)
   
   6. **Individual or Joint/Group Filing** (Check Applicable Line)
      
      _ X _ Form filed by One Reporting Person
      
      ___ Form filed by More than One Reporting Person

5. **Relationship of Reporting Person(s) to Issuer** (Check all applicable)
   
   ___ Director
   
   ___ 10% Owner
   
   _ X _ Officer (give title below)
      
      VP, Controller & CIO
   
   ___ Other (specify below)

6. **Title of Security**
   
   Common Stock

7. **Trans. Date**
   
   2/25/2015

8. **Deemed Execution Date, if any**
   
   12/8/2015

9. **Trans. Code**
   
   M

10. **Amount**
    
    6000.0000

11. **Price**
    
    $68.6300

12. **Amount of Securities Beneficially Owned Following Reported Transaction(s)** (Instr. 3 and 4)
    
    22223.0000

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>2/25/2015</td>
<td>M</td>
<td>6000.0000</td>
<td>$68.6300</td>
</tr>
<tr>
<td>Common Stock</td>
<td>2/25/2015</td>
<td>S</td>
<td>6000.0000 (1)</td>
<td>$0 (1)</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>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security</th>
<th>Price of Derivative Security</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$68.6300</td>
<td>2/25/2015</td>
<td>M</td>
<td>6000.0000</td>
<td>12/8/2005 (2)</td>
<td>Common Stock 6000.0000</td>
<td>$68.6300</td>
<td>D</td>
<td>15000.0000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Shares were sold on February 25, 2015 at prices ranging from $81.65 to $81.675 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 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</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</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.