VULCAN MATERIALS CO
Reported by
SANSONE DANIEL F

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
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 *

Sansone Daniel F

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [ VMC ]

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

9/13/2012

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


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

_____ Director

_____ 10% Owner

__X__ Officer (give title below)

_____ Other (specify below)

Sr. VP & CFO

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>Code</th>
<th>V</th>
<th>Amount (A)</th>
<th>Price</th>
<th>Ownership Form</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>9/13/2012</td>
<td>M</td>
<td>12600.0000</td>
<td>$31.4650</td>
<td>14192.0000</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>9/13/2012</td>
<td>F</td>
<td>1278.0000 (1)</td>
<td>$46.4600</td>
<td>12914.0000</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>9/13/2012</td>
<td>F</td>
<td>8533.0000 (2)</td>
<td>$46.4600</td>
<td>4381.0000</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>25719.0000 (3)</td>
<td></td>
<td></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 Derivate Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>V</th>
<th>Amount (A)</th>
<th>Exercisable Date</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</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>12600.0000</td>
<td>1/1/2004 (4)</td>
<td>2/13/2013</td>
<td>Common Stock</td>
<td>12600.0000</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) Held by the Daniel F. Sansone 2008 Grantor Retained Annuity Trust of which Mr. Sansone is the beneficiary.

(4) The option vests over five years in 20% increments each year on December 31 following the grant date.

Reporting Owners

Reporting Owner Name / Address Relationships
Sansone Daniel F  
1200 URBAN CENTER DRIVE  

BIRMINGHAM, AL 35242  

<table>
<thead>
<tr>
<th>Director</th>
<th>10% Owner</th>
<th>Officer</th>
<th>Other</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Sr. VP &amp; CFO</td>
<td></td>
</tr>
</tbody>
</table>

**Signature of Reporting Person**

Amy M. Tucker, Attorney-in-Fact  

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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