United States Securities and Exchange Commission  
Washington, D.C. 20549

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 *

TROSINO VINCENT J
(First) (Last) (Middle)
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

X Director  
10% Owner

4. If Amendment, Date Original Filed

12/12/2014

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by 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>Deemed Execution Date, if any</th>
<th>Code</th>
<th>Amount</th>
<th>Securities Acquired or Disposed of (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock</td>
<td>12/12/2014</td>
<td></td>
<td>A</td>
<td>791.1030</td>
<td>Common Stock 791.1030</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Convertible on a 1-for-1 basis.

(2) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.

(3) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

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>Deemed Execution Date, if any</th>
<th>Code</th>
<th>Amount</th>
<th>Securities Acquired or Disposed of (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>(1) 12/12/2014</td>
<td></td>
<td>A</td>
<td>791.1030</td>
<td>Common Stock 791.1030</td>
<td></td>
</tr>
</tbody>
</table>

Reporting Owners

Reporting Owner Name / Address

TROSINO VINCENT J
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Relationships

Director 10% Owner Officer Other

Signatures

Amy M. Tucker, Attorney-in-Fact  12/16/2014

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. 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.