VULCAN MATERIALS CO
Reported by
KHAN EJAZ A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/02/10 for the Period Ending 01/29/10

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>Trans. Code</th>
<th>Amount of Securities Acquired or Disposed of (A) or (D)</th>
<th>Amount Following Reported Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>1/29/2010</td>
<td>M</td>
<td>1500 A</td>
<td>4701</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/29/2010</td>
<td>S</td>
<td>1500 D</td>
<td>0 (1)</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>2/1/2010</td>
<td>M</td>
<td>1500 A</td>
<td>4701</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>2/1/2010</td>
<td>S</td>
<td>1500 D</td>
<td>3201</td>
<td>D</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 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 or Disposed of (A) or (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Amount or Number of Shares Following Reported Transaction(s) (Instr. 3 and 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>$42.344</td>
<td>1/29/2010</td>
<td>M</td>
<td>1500 D</td>
<td>2/10/2001 (2)</td>
<td>1500 $42.344</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$42.344</td>
<td>2/1/2010</td>
<td>M</td>
<td>1500 D</td>
<td>2/10/2010 (2)</td>
<td>1500 $42.344</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Shares were sold on January 29, 2010 at prices ranging from $45.14 to $45.51 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.
Signatures

Amy M. Tucker, Attorney-in-Fact 2/2/2010

** 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.