VULCAN MATERIALS CO
Reported by
STYSLINGER LEE J III

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/13/13 for the Period Ending 05/09/13

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

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 *  
   STYSLINGER LEE J III  
   (Last)  (First)  (Middle)
   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)  
   5/9/2013

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   - X Director
   - 10% Owner
   - Officer (give title below)
   - Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   - Form filed by One Reporting Person
   - Form filed by More than One Reporting Person

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**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>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock</td>
<td>5/9/2013</td>
<td></td>
<td>V</td>
<td>(A) 1650.0000</td>
<td>(D) 1650.0000</td>
<td>D</td>
<td>V</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 (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</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>Phantom Stock (Deferred Stock Units)</td>
<td></td>
<td>5/9/2013</td>
<td></td>
<td>V</td>
<td>(A) 1650.0000</td>
<td>(D) 1650.0000</td>
<td>Common Stock 1650.0000</td>
<td>1650.0000</td>
<td>1650.0000</td>
<td>D</td>
<td>V</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Convertible on a 1-for-1 basis.
2. Annual deferred stock grant made to the reporting person under the Vulcan Materials Company 2006 Omnibus Long-Term Incentive Plan.
3. Deferred Stock Units vest on the third anniversary of the grant date. Vested shares will be delivered to the reporting person in the month of April following the year in which the reporting person ceases to be a member of the Board of Directors, unless the reporting person has elected to defer payment of the award, or unless payment is made earlier due to the death or disability of the reporting person or a change in control of Vulcan. The fair market value of the award is not determinable until the payment date.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
</table>
| STYSLINGER LEE J III  
   1200 URBAN CENTER DRIVE  
   BIRMINGHAM, AL 35242 | X            |

**Signatures**

/\s/ Lee J. Styslinger, III  
5/13/2013
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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