VULCAN MATERIALS CO
Filed by
PRICE T ROWE ASSOCIATES INC /MD/

FORM SC 13G/A
(Amended Statement of Ownership)

Filed 03/10/11

Address
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Telephone
2052983000

CIK
0001396009

Symbol
VMC

SIC Code
6200 - Security & Commodity Brokers, Dealers, Exchanges & Services

Fiscal Year
12/31
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

VULCAN MATERIALS CO

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

929160109

(CUSIP Number)

February 28, 2011

(Date of Event which Requires Filing of Statement)

Check the appropriate box to designate the Rule pursuant to which this Schedule is filed:

[x] Rule 13d - 1(b)

Rule 13d - 1(c)

Rule 13d - 1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.)

(Continued on following page(s))

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1 Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

T. ROWE PRICE ASSOCIATES, INC.
52-0556948

2 Check the Appropriate Box if a Member of a Group*

(a) ___ NOT APPLICABLE
(b) ___

3 SEC Use Only
4 Citizenship or Place of Organization

MARYLAND

Number of Shares
5 Sole Voting Power
4,035,173

Beneficially Owned By Each Reporting Person
6 Shared Voting Power
-0-

Reporting Person
7 Sole Dispositive Power
13,548,392

With
8 Shared Dispositive Power
-0-

9 Aggregate Amount Beneficially Owned by Each Reporting Person
13,575,142

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

NOT APPLICABLE

11 Percent of Class Represented by Amount in Row 9
10.5%

12 Type of Reporting Person*

IA

*SEE INSTRUCTION BEFORE FILLING OUT!

**Any shares reported in Items 5 and 6 are also reported in Item 7.
Investment Advisers Act of 1940

_____     Investment Company registered under Section 8 of the
          Investment Company Act of 1940

Item 4    Reference is made to Items 5-11 on page 2 of this
          Schedule 13G.

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Item 5    Ownership of Five Percent or Less of a Class.

X   Not Applicable.

This statement is being filed to report the fact that, as
of the date of this report, the reporting person(s) has
(have) ceased to be the beneficial owner of more than five
percent of the class of securities.

Item 6    Ownership of More than Five Percent on Behalf of Another
          Person

(1) Price Associates does not serve as custodian of the
    assets of any of its clients; accordingly, in each
    instance only the client or the client's custodian or
    trustee bank has the right to receive dividends paid
    with respect to, and proceeds from the sale of, such
    securities.

    The ultimate power to direct the receipt of dividends
    paid with respect to, and the proceeds from the sale
    of, such securities, is vested in the individual and
    institutional clients which Price Associates serves as
    investment adviser. Any and all discretionary
    authority which has been delegated to Price Associates
    may be revoked in whole or in part at any time.

    Except as may be indicated if this is a joint filing
    with one of the registered investment companies
    sponsored by Price Associates which it also serves as
    investment adviser ("T. Rowe Price Funds"), not more
    than 5% of the class of such securities is owned by
    any one client subject to the investment advice of
    Price Associates.

(2) With respect to securities owned by any one of the T.
    Rowe Price Funds, only State Street Bank and Trust
    Company, as custodian for each of such Funds, has the
    right to receive dividends paid with respect to, and
    proceeds from the sale of, such securities. No other
    person is known to have such right, except that the
    shareholders of each such Fund participate
    proportionately in any dividends and distributions so
    paid.

Item 7    Identification and Classification of the Subsidiary Which
          Acquired the Security Being Reported on By the Parent
          Holding Company.

Not Applicable.

Item 8    Identification and Classification of Members of the Group.

Not Applicable.

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Item 9    Notice of Dissolution of Group.

Not Applicable.

Item 10   Certification.

By signing below I (we) certify that, to the best of my
(or our) knowledge and belief, the securities referred to
above were acquired in the ordinary course of business
and were not acquired for the purpose of and do not have
the effect of changing or influencing the control of the
issuer of such securities and were not acquired in
connection with or as a participant in any transaction
having such purpose or effect.  T. Rowe Price
Associates, Inc. hereby declares and affirms that the filing of Schedule 13G shall not be construed as an admission that Price Associates is the beneficial owner of the securities referred to, which beneficial ownership is expressly denied.

Signature.

After reasonable inquiry and to the best of my (our) knowledge and belief, I (we) certify that the information set forth in this statement is true, complete and correct.

Dated: March 10, 2011

T. ROWE PRICE ASSOCIATES, INC.

By: /s/ David Oestreicher
    David Oestreicher, Vice President

Note: This Schedule 13G, including all exhibits, must be filed with the Securities and Exchange Commission, and a copy hereof must be sent to the issuer by registered or certified mail not later than February 14th following the calendar year covered by the statement or within the time specified in Rule 13d-1(b)(2), if applicable.

02/28/2011