VULCAN MATERIALS CO
Reported by
KHAN EJAZ A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/05/13 for the Period Ending 03/01/13

Address
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
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 *
   KHAN EJAZ A
   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)
   3/1/2013

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)
   VP, Controller & CIO

6. Individual or Joint/Group Filing (Check Applicable Line)
   _ 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>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>3/1/2013</td>
<td></td>
<td>A</td>
<td>589.0000</td>
<td>A $51.1000 13918.0000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>3/1/2013</td>
<td></td>
<td>F</td>
<td>271.0000 (1)</td>
<td>D $51.1000 589.0000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>3/1/2013</td>
<td></td>
<td>D</td>
<td>589.0000 (2)</td>
<td>D $51.1000 0.0000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|-------------------------------------------|---------------------------------------------------------|---------------|-------------------------------|---------------------------|------------------------------------------------------------------------------------------|-------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------|--------------------------------------------------|

Explanation of Responses:
(1) Represents the portion of the shares of common stock received upon the vesting of the restricted stock units ("RSUs") that the reporting person has elected to surrender to the Company in payment of taxes associated with the vesting.
(2) Represents time-based restricted stock units ("RSUs") reported as shares of common stock.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>KHAN EJAZ A 1200 URBAN CENTER DRIVE</td>
<td>Director 10% Owner Officer Other</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>VP, Controller &amp; CIO</td>
</tr>
</tbody>
</table>

Signatures

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.