VULCAN MATERIALS CO
Reported by
HILL J THOMAS

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 11/26/14 for the Period Ending 11/26/14

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
SIC Code 1400 - Mining & Quarrying of Nonmetallic Minerals (No Fuels)
Industry Construction - Raw Materials
Sector Capital Goods
Fiscal Year 12/31
**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Date</th>
<th>Trans.</th>
<th>Deemed Execution Date</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>11/26/2014</td>
<td>M</td>
<td>11000.0000</td>
<td>A</td>
<td>$57.0950</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/26/2014</td>
<td>F</td>
<td>9845.0000</td>
<td>D</td>
<td>$67.5900</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>Date</th>
<th>Trans. Date</th>
<th>Deemed Execution Date</th>
<th>Amount</th>
<th>Exercisable and Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
<th>Price of Derivative Security</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction</th>
<th>Ownership Form of Derivative Security</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$57.0950</td>
<td>11/26/2014</td>
<td>M</td>
<td>11000.0000</td>
<td>12/31/2005 (2)</td>
<td>2/10/2015</td>
<td>Common Stock</td>
<td>11000.0000</td>
<td>$57.0950</td>
<td>0.0000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. 9845 shares were sold on November 26, 2014 to cover the cost of this exercise and 1,155 shares were retained by the reporting person following the transaction.

2. The option vests over five years in 20% increments each year on December 31 following the grant 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.

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