VULCAN MATERIALS COMPANY
(Name of Registrant as Specified In Its Charter)

N/A
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):
☒ No fee required.
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.
☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:
FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 14, 2012

VULCAN MATERIALS COMPANY
(Exact name of registrant as specified in its charter)

1200 Urban Center Drive
Birmingham, Alabama 35242
(Address of principal executive offices)

New Jersey 001-33841 20-8579133
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

(205) 298-3000
Registrant’s telephone number, including area code:

Not Applicable
(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
On May 14, 2012, Martin Marietta Materials, Inc. (“Martin Marietta”) sent a letter to Vulcan Materials Company (“Vulcan”) formally withdrawing the nominations of each of Martin Marietta’s director nominees and alternate nominees for election to Vulcan’s Board at Vulcan’s 2012 Annual Meeting. In addition, Martin Marietta shut down its “aggregatesleader.com” website and closed the telephone numbers and websites whereby Vulcan shareholders could vote for Martin Marietta’s nominees by Internet and telephone. Martin Marietta also issued a press release stating, in part, that “as required by the Court of Chancery’s order, Martin Marietta is, among other things, terminating its exchange offer and withdrawing its related registration statement, withdrawing its Hart-Scott Rodino Act filing in connection with its exchange offer, and withdrawing its nominees for election at the Vulcan 2012 annual meeting and terminating the related solicitation of proxies. Any ‘BLUE’ proxy cards and ‘BLUE’ voting instruction forms that were previously circulated and have or may be received will not be effective, will not be voted by Martin Marietta at the Vulcan 2012 annual meeting and will be discarded.”

Accordingly, Vulcan shareholders will need to sign, date and return the WHITE proxy cards and voting instruction forms from Vulcan (or vote by Internet or telephone as directed on the WHITE proxy cards and instruction forms) if they wish to have their shares voted by proxy at the 2012 Annual Meeting to be held on June 1, 2012.
Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant had duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Vulcan Materials Company

Date: May 15, 2012

By: /s/ Robert A. Wason IV

Name: Robert A. Wason IV

Title: Senior Vice President & General Counsel