VULCAN MATERIALS CO
Reported by
JAMES DONALD M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 11/26/14 for the Period Ending 11/25/14

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>11/25/2014</td>
<td>M</td>
<td>73000</td>
<td>$57.095</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/25/2014</td>
<td>F</td>
<td>66501</td>
<td>$68.610</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/8/2014</td>
<td>G</td>
<td>2646</td>
<td>$61.690</td>
<td>I</td>
<td>By GRAT</td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/13/2014</td>
<td>G</td>
<td>942</td>
<td>$62.030</td>
<td>I</td>
<td>By GRAT</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th></th>
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</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$57.095</td>
<td>11/25/2014</td>
<td>M</td>
<td>73000</td>
<td>12/31/2005 (2)</td>
<td>2/10/2015</td>
<td>Common Stock: 73000.000 $57.0950</td>
<td>73000.000 D</td>
<td>Common Stock: 73000.000 $57.0950</td>
<td>Direct (D) or Indirect (I) (Instr. 4)</td>
<td>Direct (D) or Indirect (I) (Instr. 4)</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) 66501 shares were sold on November 25, 2014 to cover the cost of this exercise and 6,499 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.
BIRMINGHAM, AL 35242

Signatures


** Signature of Reporting Person 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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