VULCAN MATERIALS CO
Reported by
SANSONE DANIEL F

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/18/14 for the Period Ending 02/13/14

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person *

Sansone Daniel F
(Last) (First) (Middle)
1200 URBAN CENTER DRIVE (Street)
BIRMINGHAM, AL 35242 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [ VMC ]

3. Date of Earliest Transaction (MM/DD/YYYY)

2/13/2014

4. If Amendment, Date Original Filed (MM/DD/YYYY)

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

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>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>2/13/2014</td>
<td>A</td>
<td>13700.0000</td>
<td>$66.0000</td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>2/13/2014</td>
<td>A</td>
<td>13600.0000</td>
<td>$66.0000</td>
</tr>
</tbody>
</table>

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

- Director
- 10% Owner
- X Officer (give title below)
- Other (specify below)

Sr. VP & CFO

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td></td>
<td>2/13/2014</td>
<td>A</td>
<td>13700.0000</td>
<td>12/31/2017 (1)</td>
<td>13700.0000 (1)</td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td></td>
<td>2/13/2014</td>
<td>A</td>
<td>13600.0000</td>
<td>2/13/2015 (1)</td>
<td>13600.0000 $0.0000</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2014 and ends on December 31, 2017. At the end of the Performance Period, the Compensation Committee determines the payment amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sansone Daniel F</td>
<td>Director</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>10% Owner</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>Sr. VP &amp; CFO</td>
</tr>
</tbody>
</table>

Signatures

Amy M. Tucker, Attorney-in-Fact 2/18/2014
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.