FORM 8-K
(Current report filing)

Filed 05/09/14 for the Period Ending 05/09/14

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

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

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

(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))
Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 9, 2014, the Company announced that the Board of Directors plans to elect a Chief Executive Officer in 2014 to succeed Donald M. James, 65, in that position.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2014 Annual Meeting of Shareholders (the “Annual Meeting”) of the Company was held on May 9, 2014, in Birmingham, Alabama. There were 130,708,637 shares of common stock eligible to be voted at the Annual Meeting and 117,254,518 shares represented in person or by proxy at the Annual Meeting, which constituted a quorum to conduct business at the Annual Meeting. The following matters, which are described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 28, 2014, were voted upon and approved by the Company’s shareholders at the Annual Meeting.

(1) **Proposal 1: Election of Directors.**

Each of the individuals named below was elected to a three-year term:

<table>
<thead>
<tr>
<th>Director</th>
<th>For</th>
<th>Against</th>
<th>Abstentions</th>
<th>Broker Non-Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>O.B. Grayson Hall, Jr.</td>
<td>105,483,249</td>
<td>2,660,521</td>
<td>654,674</td>
<td>8,456,074</td>
</tr>
<tr>
<td>Donald M. James</td>
<td>103,778,519</td>
<td>4,020,570</td>
<td>999,355</td>
<td>8,456,074</td>
</tr>
<tr>
<td>James T. Prokopanko</td>
<td>105,862,822</td>
<td>2,273,046</td>
<td>662,576</td>
<td>8,456,074</td>
</tr>
<tr>
<td>Kathleen Wilson-Thompson</td>
<td>106,799,531</td>
<td>1,344,143</td>
<td>654,770</td>
<td>8,456,074</td>
</tr>
</tbody>
</table>

(2) **Proposal 2: Advisory Vote on Executive Compensation (Say on Pay).**

The non-binding proposal on executive compensation was approved with the following vote:

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstentions</th>
<th>Broker Non-Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>104,803,471</td>
<td>2,954,286</td>
<td>1,040,687</td>
<td>8,456,074</td>
</tr>
</tbody>
</table>

(3) **Proposal 3: Approval of the Executive Incentive Plan.**

This proposal was approved with the following vote:

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstentions</th>
<th>Broker Non-Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>104,933,901</td>
<td>3,042,219</td>
<td>822,324</td>
<td>8,456,074</td>
</tr>
</tbody>
</table>
(4) **Proposal 4: Ratification of appointment of independent registered public accounting firm.**

This proposal was ratified with the following vote:

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstentions</th>
<th>Broker Non-Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>115,588,728</td>
<td>913,178</td>
<td>752,612</td>
<td></td>
</tr>
</tbody>
</table>
SIGNATURES

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 9, 2014

By: /s/ Michael R. Mills

Michael R. Mills
Sr. Vice President and General Counsel

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