VULCAN MATERIALS CO
Reported by
STYSLINGER LEE J III

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/17/13 for the Period Ending 06/14/13

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
   STYSLINGER LEE J III
   1200 URBAN CENTER DRIVE
   BIRMINGHAM, AL 35242

2. Issuer Name and Ticker or Trading Symbol
   Vulcan Materials CO [ VMC ]

3. Date of Earliest Transaction (MM/DD/YYYY)
   6/14/2013

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

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   __ X __ Director
   ___ 10% Owner
   _____ Officer (give title below)
   _____ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   _ X _ Form filed by One Reporting Person
   ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security
   Phantom Stock
   (Deferred Compensation)
   (Instr. 3)

2. Trans. Date
   6/14/2013

3. Trans. Code
   Deemed Execution Date, if any
   (Instr. 8)

4. Securities Acquired (A) or Disposed of (D)
   (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)
   (Instr. 3 and 4)

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

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

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

1. Title of Derivative Security
   Phantom Stock
   (Deferred Compensation)
   (Instr. 3)

2. Conversion or Exercise Price of Derivative Security
   625.0350
   (Instr. 5)

3. Trans. Date
   6/14/2013

4. Trans. Code
   Deemed Execution Date, if any
   (Instr. 8)

5. Number of Derivative Securities Acquired (A) or Disposed of (D)
   (Instr. 3, 4 and 5)

6. Date Exercisable and Expiration Date
   Common Stock

7. Title and Amount of Securities Underlying Derivative Security
   (Instr. 3 and 4)
   625.0350
   $53,5970

8. Price of Derivative Security
   (Instr. 5)
   625.0350
   D

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)

10. Ownership Form of Derivative Security:
    Direct (D) or Indirect (I) (Instr. 4)

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

Explanation of Responses:
(1) Convertible on a 1-for-1 basis.
(2) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.
(3) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

Reporting Owners

Reporting Owner Name / Address
STYSLINGER LEE J III
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

X

Signature
/s/ Lee J. Styslinger, III
6/17/2013

** Signature of Reporting Person
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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