VULCAN MATERIALS CO
Reported by
FRANKLIN H ALLEN

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 07/14/08 for the Period Ending 07/10/08

Address      1200 URBAN CENTER DRIVE
              BIRMINGHAM, AL 35242
Telephone    2052983000
CIK          0001396009
Symbol       VMC
Fiscal Year  12/31
1. Name and Address of Reporting Person *
FRANKLIN H ALLEN
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)
7/10/2008

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
___ X Director
___ 10% Owner

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>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>7/10/2008</td>
<td>A (2)</td>
<td>(3)</td>
<td>(3)</td>
<td>Common Stock 48</td>
<td>$62.45</td>
<td>10576</td>
</tr>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>7/11/2008</td>
<td>A (2)</td>
<td>(3)</td>
<td>(3)</td>
<td>Common Stock 264</td>
<td>$61.66</td>
<td>10839</td>
</tr>
</tbody>
</table>

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>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>(1)</td>
<td>7/10/2008</td>
<td>A (2)</td>
<td>(3)</td>
<td>Common Stock 48</td>
<td>$62.45</td>
<td>10576</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
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<td>$61.66</td>
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<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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
FRANKLIN H ALLEN 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Signatures

By: Amy M. Tucker, Attorney-in-Fact 7/14/2008

* 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. 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.