VULCAN MATERIALS CO
Reported by
TROSINO VINCENT J

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/19/12 for the Period Ending 06/15/12

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
Form 4

TROSINO VINCENT J

1200 URBAN CENTER DRIVE

BIRMINGHAM, AL 35242

1. Name and Address of Reporting Person *

Vulcan Materials CO [ VMC ]

2. Issuer Name and Ticker or Trading Symbol

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

6/15/2012

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

__ X __ Director

___ 10% Owner

__ Officer (give title below)

___ Other (specify below)

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

1. Title of Security (Instr. 3)

2. Trans. Date

3. Trans. Code (Instr. 8)

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

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

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

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

Phantom Stock (Deferred Compensation)

(1) 6/15/2012 A 1752.9000

Common Stock 1752.9000 $34.2290 16393.4710 D

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

1. Title of Derivative Security (Instr. 3)

2. Conversion or Exercise Price of Derivative Security

3. Trans. Date

4. Trans. Code (Instr. 8)

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

6. Date Exercisable and Expiration Date

7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)

8. Price of Derivative Security (Instr. 5)

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

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

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

Phantom Stock (Deferred Compensation) (1) 6/15/2012 A 1752.9000

Common Stock 1752.9000 $34.2290 16393.4710 D

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

TROSINO VINCENT J 1200 URBAN CENTER DRIVE

BIRMINGHAM, AL 35242

Signatures

Amy M. Tucker, Attorney-in-Fact 6/19/2012
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.