VULCAN MATERIALS CO  
Reported by  
MCGREGOR DOUGLAS J

FORM 4  
(Statement of Changes in Beneficial Ownership)

Filed 10/14/08 for the Period Ending 10/09/08

Address 1200 URBAN CENTER DRIVE  
BIRMINGHAM, AL 35242
Telephone 2052983000  
CIK 0001396009  
Symbol VMC  
Fiscal Year 12/31
**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</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 Code: 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>(1)</td>
<td>10/9/2008</td>
<td>A (2)</td>
<td>41.12</td>
<td>(3)</td>
<td>(3)</td>
<td>Common Stock</td>
</tr>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>(1)</td>
<td>10/10/2008</td>
<td>A (2)</td>
<td>110.97</td>
<td>(3)</td>
<td>(3)</td>
<td>Common Stock</td>
</tr>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>(1)</td>
<td>10/11/2008</td>
<td>A (2)</td>
<td>228.68</td>
<td>(3)</td>
<td>(3)</td>
<td>Common Stock</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.
Signatures

** 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.