VULCAN MATERIALS CO
Reported by
WASON ROBERT A IV

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 09/22/08 for the Period Ending 09/19/08

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

[ ] Check this box if no longer subject to Section 16. 
Form 4 or Form 5 obligations may continue. 
See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *

**WASON ROBERT A IV**

(Street)

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)

9/19/2008

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

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

___ Director  
___ 10% Owner  
X Officer (give title below)  
__ Other (specify below)

Sr. VP, General Counsel

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

6. Individual or Joint/Group Filing (Check Applicable Line)

_ X Form filed by One Reporting Person

_ Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>9/19/2008</td>
<td>M</td>
<td>3250</td>
<td>$45.17</td>
</tr>
<tr>
<td>Common Stock</td>
<td>9/19/2008</td>
<td>S</td>
<td>3250</td>
<td>$81.88</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>900</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>900</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
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<td></td>
<td>900</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>3339</td>
<td></td>
</tr>
</tbody>
</table>

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**Table II - Derivative Securities Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Derivate Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>9/19/2008</td>
<td>M</td>
<td>3250</td>
<td>$45.17</td>
</tr>
</tbody>
</table>

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OMB APPROVAL
OMB Number: 3235-0287
Expires: February 28, 2011
Estimated average burden hours per response... 0.5
Explanation of Responses:

(1) The option vests over five years in 20% increments each year on the anniversary of the grant date.

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>WASON ROBERT A IV</td>
<td>Director</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>10% Owner</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>Officer</td>
</tr>
<tr>
<td></td>
<td>Sr. VP, General Counsel</td>
</tr>
</tbody>
</table>

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.