VULCAN MATERIALS CO
Reported by SHEPHERD DANNY R

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/07/08 for the Period Ending 05/05/08

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,
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *
   SHEPHERD DANNY R
   1200 URBAN CENTER DRIVE
   BIRMINGHAM, AL 35242

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

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   _____ Director  _____ 10% Owner
   __ X Officer (give title below)  ____ Other (specify below)
   SVP, CMG-East

3. Date of Earliest Transaction (MM/DD/YYYY)
   5/5/2008

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

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 (Instr. 3)
2. Trans. Date
2A. Deemed Execution Date, if any
3. Trans. Code (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)
7. Nature of Indirect Beneficial Ownership (Instr. 4)

<table>
<thead>
<tr>
<th>Code</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>5/5/2008</td>
<td></td>
<td>Common Stock</td>
<td>111</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) Convertible on a 1-for-1 basis.
(2) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

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 3A. Deemed Execution Date, if any
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. 4)
10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
11. Nature of Indirect Beneficial Ownership (Instr. 4)

<table>
<thead>
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<th>Amount or Number of Shares</th>
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<tbody>
<tr>
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</tr>
</tbody>
</table>

Explanations:
A | 5/5/2008 | Common Stock | 111 |

Reporting Owners

Reporting Owner Name / Address | Relationships
--- | ---
SHEPHERD DANNY R | Director 10% Owner Officer Other
1200 URBAN CENTER DRIVE | SVP, CMG-East
BIRMINGHAM, AL 35242 |

Signatures


* 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. 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.