VULCAN MATERIALS CO
Reported by
MCGREGOR DOUGLAS J

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/04/08 for the Period Ending 06/02/08

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

MCGREGOR DOUGLAS J

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)

__X__ Director

10% Owner

Officer (give title below)

Other (specify below)

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

6/2/2008

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Stock Units)</td>
<td>6/2/2008</td>
<td>A</td>
<td>1400</td>
<td>1400</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Convertible on a 1-for-1 basis.

(2) Annual deferred stock grant made under the Vulcan Materials Company 2006 Omnibus Long-Term Incentive Plan.

(3) Deferred Stock Units vest on June 1, following a three-year award period. Vested shares will be delivered to the reporting person in the month of March following the year in which the reporting person ceases to be a member of the Board of Directors, unless the reporting person has elected to defer payment of the award, or unless payment is made earlier due to the death or disability of the reporting person or a change in control of Vulcan. The fair market value of the award is not determinable until the payment date.

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Price of Derivative Security</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Stock Units)</td>
<td></td>
<td>6/2/2008</td>
<td>A</td>
<td>1400</td>
<td>(3)</td>
<td>(3)</td>
<td>Common Stock</td>
</tr>
</tbody>
</table>

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>MCGREGOR DOUGLAS J</td>
<td>Director</td>
</tr>
</tbody>
</table>

Reporting Owner Name / Address: MCGREGOR DOUGLAS J

Relationships: Director, 10% Owner, Officer, Other

1200 URBAN CENTER DRIVE

X

BIRMINGHAM, AL 35242
Signatures

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.