VULCAN MATERIALS CO
Reported by
HOUSTON J WAYNE

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/13/12 for the Period Ending 02/09/12

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
SIC Code 1400 - Mining & Quarrying of Nonmetallic Minerals (No Fuels)
Industry Construction - Raw Materials
Sector Capital Goods
Fiscal Year 12/31
United States Securities and Exchange Commission  
Washington, D.C. 20549  

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  

Houston J Wayne  
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)  

2/9/2012  

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

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

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

Senior VP-Human Resources  

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>2A. Trans. Date</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 Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>2/9/2012</td>
<td>A</td>
<td>9000.0000</td>
<td>12/31/2015</td>
<td>Common Stock</td>
<td>9000.0000</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4A. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>Performance Share Units</td>
<td>(1)</td>
<td>2/9/2012</td>
<td>A</td>
<td>9000.0000</td>
<td>12/31/2015</td>
<td>Common Stock</td>
<td>9000.0000</td>
<td>9000.0000</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:  

(1) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2012 and ends on December 31, 2015. At the end of the Performance Period, the Compensation Committee determines the payment amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.  

Reporting Owners  

Reporting Owner Name / Address | Relationships  

Houston J Wayne  
1200 Urban Center Drive  
Birmingham, AL 35242  

Signatures  

Amy M. Tucker, Attorney-in-Fact  
2/13/2012
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.