VULCAN MATERIALS CO
Reported by
CLEMENTS DAVID P

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 11/18/14 for the Period Ending 11/18/14

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
**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>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>11/18/2014</td>
<td>M</td>
<td>3400.0000</td>
<td>$57.0950</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/18/2014</td>
<td>S</td>
<td>305.0000</td>
<td>3095.0000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/18/2014</td>
<td>S</td>
<td>400.0000</td>
<td>2695.0000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/18/2014</td>
<td>S</td>
<td>400.0000</td>
<td>2295.0000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/18/2014</td>
<td>S</td>
<td>2295.0000</td>
<td>0.0000</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. 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>Stock Options (Right to Buy)</td>
<td>11/18/2014</td>
<td>M</td>
<td>3400.0000</td>
<td>12/31/2005</td>
<td>Common Stock</td>
<td>3400.0000 $57.0950 0.0000</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) The option vests over five years in 20% increments each year on December 31 following the grant 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.

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