VULCAN MATERIALS CO
Reported by
SHEPHERD DANNY R

FORM 4
(Statement of Changes in Beneficial Ownership)

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

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
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** *
   
   SHEPHERD DANNY R
   
   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)
   
   8/4/2008

4. **Individual or Joint/Group Filing**
   
   _X_ Form filed by One Reporting Person
   
   _ _ Form filed by More than One Reporting Person

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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>(1) 8/4/2008</td>
<td></td>
<td>A</td>
<td>119</td>
<td>(D)</td>
<td>Common Stock 119 $62.86 7028 D</td>
</tr>
</tbody>
</table>

7. **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>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td></td>
<td>(1) 8/4/2008</td>
<td></td>
<td>A</td>
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<td>(D)</td>
<td>Common Stock 119 $62.86 7028 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

8. **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.

**Reporting Owners**

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

**Signatures**

By: Amy M. Tucker, Attorney-in-Fact  
8/6/2008

*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.