VULCAN MATERIALS CO
Reported by
SHEPHERD DANNY R

FORM 4
(Statement of Changes in Beneficial Ownership)

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

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
FORM 4
[ ] Check this box if no longer subject to Section 16.
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 *
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)
2/4/2008

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer
( 6 one Reporting Person(s) to Issuer
_____ Director _____ 10% Owner
__ X__ Officer (give title below) _____ Other (specify
below)
SVP, CMG-East

1. Title of Security
(Instr. 3)

2. Trans. Date

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

<table>
<thead>
<tr>
<th>Code</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>99.42</td>
<td>(2)</td>
<td>Common Stock</td>
</tr>
<tr>
<td>D</td>
<td></td>
<td></td>
<td>6141.020</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Code</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td></td>
<td></td>
<td>6141.020</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.

Reporting Owners

Reporting Owner Name / Address
SHEPHERD DANNY R
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Relationships
Director 10% Owner Officer Other
SVP, CMG-East

Signatures

** Signature of Reporting Person 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.

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.