VULCAN MATERIALS CO
Reported by
MILLS MICHAEL R

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 11/08/12 for the Period Ending 11/01/12

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
INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30 (h) of the Investment Company Act of 1940

<table>
<thead>
<tr>
<th>1. Name and Address of Reporting Person</th>
<th>2. Date of Event Requiring Statement (MM/DD/YYYY)</th>
<th>3. Issuer Name and Ticker or Trading Symbol</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mills Michael R</td>
<td>11/1/2012</td>
<td>Vulcan Materials CO [VMC]</td>
</tr>
</tbody>
</table>

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

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

Senior Vice President and Gene /

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

6. Individual or Joint/Group Filing (Check Applicable Line)

- ___ Form filed by One Reporting Person
- ___ Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 4)</th>
<th>2. Amount of Securities Beneficially Owned (Instr. 4)</th>
<th>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</th>
<th>4. Nature of Indirect Beneficial Ownership (Instr. 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>1837.0000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock (401k)</td>
<td>3863.4200</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>497.0000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>768.0000</td>
<td>I</td>
<td>By Spouse</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivate Security (Instr. 4)</th>
<th>2. Date Exercisable and Expiration Date (MM/DD/YYYY)</th>
<th>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</th>
<th>4. Conversion or Exercise Price of Derivative Security</th>
<th>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)</th>
<th>6. Nature of Indirect Beneficial Ownership (Instr. 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>12/31/2012</td>
<td>Common Stock 2730.0000</td>
<td>(1) D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Performance Share Units</td>
<td>12/31/2014</td>
<td>Common Stock 5700.0000</td>
<td>(2) D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Performance Share Units</td>
<td>12/31/2015</td>
<td>Common Stock 10200.0000</td>
<td>(3) D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phantom Stock (Deferred)</td>
<td></td>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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<tr>
<th>1. Title of Derivative Security (Instr. 4)</th>
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<th>6. Nature of Indirect Beneficial Ownership (Instr. 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Comp DSUs/PSUs)</td>
<td>(4)</td>
<td>(4)</td>
<td>Stock 1821.1400</td>
<td>(4)</td>
<td>D</td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>2/11/2011 2/11/2020</td>
<td>Common Stock 3500.0000</td>
<td>$43.0500</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>3/1/2012 3/1/2021</td>
<td>Common Stock 5600.0000</td>
<td>$43.6300</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>2/12/2010 2/12/2019</td>
<td>Common Stock 20970.0000</td>
<td>$47.4700</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>2/7/2009 2/7/2018</td>
<td>Common Stock 6510.0000</td>
<td>$70.6900</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>1/1/2005 2/12/2014</td>
<td>Common Stock 3300.0000</td>
<td>$46.4600</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>12/31/2005 2/10/2015</td>
<td>Common Stock 4900.0000</td>
<td>$57.0950</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>12/8/2005 12/8/2015</td>
<td>Common Stock 8880.0000</td>
<td>$68.6300</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Performance Share Units vest at December 31 following a three-year award period. At the end of the award period, the Compensation Committee determines the payment amount based on Company performance. 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.

2. Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2011 and ends on December 31, 2014. 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.

3. 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.

4. Represents time-based restricted stock units ('RSUs') reported as shares of common stock. The reporting person has elected, upon the vesting thereof, to defer the receipt of these shares under the terms of the Company's Executive Deferred Compensation Plan.

Remarks:
millspoa.txt

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
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<td>Mills Michael R</td>
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<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>Senior Vice President and Gene</td>
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<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>
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 5(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.
POWER OF ATTORNEY

STATE OF ALABAMA

COUNTY OF JEFFERSON

The undersigned officer of Vulcan Materials Company, a New Jersey corporation, hereby nominates, constitutes and appoints Amy M. Tucker and Jerry F. Perkins Jr., or either of them, the true and lawful attorneys of the undersigned to prepare, based on information provided by said officer, and sign the name of the undersigned to (i) any Form 3 required to be filed with the Securities and Exchange Commission under the Securities and Exchange Act of 1934, as amended, for and on behalf of said officer, (ii) any Form 4 required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, for and on behalf of said officer and any and all amendments to said reports, and (iii) any Form 5 of said officer to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, for and on behalf of said officer and any and all amendments to said reports.

The undersigned hereby grants to said attorneys full power of substitution, resubstitution and revocation, all as fully as the undersigned could do if personally present, hereby ratifying all that said attorneys or their substitutes may lawfully do by virtue hereof.

IN WITNESS WHEREOF, the undersigned officer of Vulcan Materials Company has executed this Power of Attorney this 5th day of November, 2012.

Michael R. Mills