VULCAN MATERIALS CO
Reported by
JAMES DONALD M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/17/09 for the Period Ending 06/15/09

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
1. Name and Address of Reporting Person *

JAMES DONALD M

1200 URBAN CENTER DRIVE

BIRMINGHAM, AL 35242

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [ VMC ]

5. Relationship of Reporting Person(s) to Issuer

__X__ Director

__X__ Officer (give title below)

Chairman & CEO

3. Date of Earliest Transaction (MM/DD/YYYY)

6/15/2009

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

6. Individual or Joint/Group Filing

_X_ Form filed by One Reporting Person

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</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>6/15/2009</td>
<td>M</td>
<td>55000</td>
<td>$42.344</td>
</tr>
<tr>
<td>Common Stock</td>
<td>6/15/2009</td>
<td>F</td>
<td>1779</td>
<td>$47.2</td>
</tr>
<tr>
<td>Common Stock</td>
<td>6/15/2009</td>
<td>F</td>
<td>49341</td>
<td>$47.2</td>
</tr>
</tbody>
</table>

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</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$42.344</td>
<td>6/15/2009</td>
<td>M</td>
<td>55000</td>
<td>2/10/2001</td>
<td>Common Stock</td>
<td>55000 $42.344 165000 D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Shares withheld by Company for tax withholding.

(2) Mature VMC shares deemed tendered for option exercise price.

(3) The option vests over five years in 20% increments each year on the anniversary of the grant date.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>JAMES DONALD M</td>
<td>X 10% Owner</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>Chairman &amp; CEO</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 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.