VULCAN MATERIALS CO
Reported by
GRAYSON DAVID J

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/19/15 for the Period Ending 02/18/15

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
STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
   Grayson David J
   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)
   2/18/2015

4. If Amendment, Date Original Filed
   2/18/2015

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   X Officer (give title below)
   President, Southeast Division

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person
   Form filed by More than 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>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/18/2015</td>
<td>M</td>
<td>6370.0000</td>
<td>A</td>
<td>$68.6300</td>
<td>7192.0000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>2/18/2015</td>
<td>S</td>
<td>6370.0000</td>
<td>D</td>
<td>$0</td>
<td>822.0000</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 of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Amount of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Amount or Number of Shares Underlying Derivative Security (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$68.6300</td>
<td>2/18/2015</td>
<td>M</td>
<td>6370.0000</td>
<td>12/8/2005 (2)</td>
<td>$68.6300</td>
<td>0.0000</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Shares were sold on February 18, 2015 at prices ranging from $80.51 to $80.91 per share. Full information regarding the number of shares sold at each separate price will be provided upon request.

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

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Grayson David J</td>
<td>Director[10% Owner] Officer President, Southeast Division</td>
</tr>
</tbody>
</table>

Signatures
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.