VULCAN MATERIALS CO
Reported by
WASON ROBERT A IV

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/03/11 for the Period Ending 03/01/11

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
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,
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 *

WASON ROBERT A IV
(Last) (First) (Middle)

1200 URBAN CENTER DRIVE
(Street)

BIRMINGHAM, AL 35242
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [ VMC ]

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

3/1/2011

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

5. Relationship of Reporting Person(s) to Issuer

___ Director ___ 10% Owner

_ X ___ Officer (give title below) _____ Other (specify below)

Sr. VP, General Counsel

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>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>3/1/2011</td>
<td>F</td>
<td>59,000</td>
<td>D</td>
<td>$44,7800</td>
<td>4710.0000</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>3/1/2011</td>
<td>D</td>
<td>2330,000</td>
<td>D</td>
<td>$44,7800</td>
<td>2380.0000</td>
<td>D</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. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>(3)</td>
<td>3/1/2011</td>
<td>A</td>
<td>10100.0000</td>
<td>(3)</td>
<td>(3)</td>
<td>Common Stock 10100.0000</td>
<td>(3)</td>
<td>10100.0000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Phantom Stock (Deferred Comp DSUs/PSUs)</td>
<td>(2)</td>
<td>3/1/2011</td>
<td>A</td>
<td>2330.0000</td>
<td>(2)</td>
<td>(2)</td>
<td>Common Stock 2330.0000</td>
<td>$44,7800</td>
<td>9014.5100</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>$43.6300</td>
<td>3/1/2011</td>
<td>A</td>
<td>10000.0000</td>
<td>3/1/2012</td>
<td>3/1/2021</td>
<td>Common Stock 10000.0000</td>
<td>$0.0000</td>
<td>10000.0000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Represents the portion of the shares of common stock received upon the vesting of the restricted stock units (‘RSUs’) that the reporting person has elected to surrender to the Company in payment of taxes associated with the vesting.

(2) 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.

(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, 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...
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.