VULCAN MATERIALS CO
Reported by
NAPIER JAMES V

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/12/08 for the Period Ending 05/08/08

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

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**1. Name and Address of Reporting Person**

NAPIER JAMES V  
1200 URBAN CENTER DRIVE  
BIRMINGHAM, AL 35242

**2. Issuer Name and Ticker or Trading Symbol**

Vulcan Materials CO [ VMC ]

**3. Date of Earliest Transaction**

5/8/2008

**5. Relationship of Reporting Person(s) to Issuer**

- **X** Director
- ____ 10% Owner
- ____ Officer (give title below)
- ____ Other (specify below)

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

<table>
<thead>
<tr>
<th>Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>5/8/2008</td>
<td>V</td>
<td>22</td>
<td>$68.73</td>
</tr>
<tr>
<td>5/9/2008</td>
<td>V</td>
<td>69</td>
<td>$68.46</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) Convertible on a 1-for-1 basis.

(2) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.

(3) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

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**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>NAPIER JAMES V 1200 URBAN CENTER DRIVE</td>
<td>X Director 10% Owner Officer Other</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></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.
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