VULCAN MATERIALS CO
Reported by
HILL J THOMAS

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/02/15 for the Period Ending 03/02/15

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
Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
   Hill J Thomas
   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)
   President & CEO

3. Date of Earliest Transaction (MM/DD/YYYY)
   3/2/2015

6. Individual or Joint/Group Filing
   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 (Instr. 3)</th>
<th>Date Trans. (Instr. 2)</th>
<th>Code</th>
<th>Trans.</th>
<th>Deemed Execution Date, if any</th>
<th>Amount (A) or (D)</th>
<th>Price (Instr. 5)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>3/2/2015</td>
<td>F</td>
<td>24.0000</td>
<td>D</td>
<td>$82.7000</td>
<td>688.0000</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Date Trans. (Instr. 2)</th>
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<th>Trans.</th>
<th>Deemed Execution Date, if any</th>
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<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>3/2/2015</td>
<td>D</td>
<td>688.0000</td>
<td>D</td>
<td>$82.7000</td>
<td>0.0000</td>
<td>D</td>
<td></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 (Instr. 3)</th>
<th>Date Trans. (Instr. 2)</th>
<th>Code</th>
<th>Trans.</th>
<th>Deemed Execution Date, if any</th>
<th>Amount or Number of Shares Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Comp DSUs/PSUs)</td>
<td>3/2/2015</td>
<td>A</td>
<td>688.0000</td>
<td>(2)</td>
<td>Common Stock</td>
<td>688.0000</td>
<td>$82.7000</td>
<td>8805.2300</td>
<td>D</td>
<td></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.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hill J Thomas</td>
<td>Director</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>10% Owner</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>Officer</td>
</tr>
<tr>
<td></td>
<td>President &amp; CEO</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.