VULCAN MATERIALS CO
Reported by
JAMES DONALD M

FORM 5/A
(Amended Annual Statement of Changes in Beneficial Ownership)

Filed 01/22/13 for the Period Ending 12/31/12

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

(Last) (First) (Middle)

1200 URBAN CENTER DRIVE

(Birmingam, AL 35242

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [VMC]

3. Statement for Issuer's Fiscal Year Ended

(MM/DD/YYYY) 12/31/2012

4. If Amendment, Date Original Filed

(MM/DD/YYYY) 1/16/2013

5. Relationship of Reporting Person(s) to Issuer

X __ Director

10% Owner

X __ Officer (give title below)

Chairman & CEO

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

1. Title of Security (Instr. 3)

2. Trans. Date

3. Trans. Code (Instr. 8)

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Stock Appreciation Right $43.6300 12/27/2012 G 16350.0000 3/1/2012 3/1/2021 Common Stock 16350.0000 $0.0000 49050.0000 D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)

2. Conversion or Exercise Price of Derivative Security

3. Trans. Date

4. Trans. Code (Instr. 8)

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

6. Date Exercisable and Expiration Date (MM/DD/YYYY)

7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)

8. Price of Derivative Security (Instr. 5)

9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4)

10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Stock Appreciation Right $43.6300 12/27/2012 G 16350.0000 3/1/2012 3/1/2021 Common Stock 16350.0000 $0.0000 49050.0000 D

Explanation of Responses:

Reporting Owners

JAMES DONALD M

Chairman & CEO

1200 URBAN CENTER DRIVE

BIRMINGHAM, AL 35242

Signatures

Amy M. Tucker, Attorney-in-Fact 1/22/2013

** Signature of Reporting Person

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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