VULCAN MATERIALS CO
Reported by
KHAN EJAZ A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 06/11/10 for the Period Ending 06/09/10

Address
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
United States Securities and Exchange Commission
Washington, D.C. 20549

State 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 *
   Khan Ejaaz A
   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)
   6/9/2010

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

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   _____ Director
   _____ 10% Owner
   __ X Officer (give title below)
   _____ Other (specify below)
   VP, Controller & CIO

6. Individual or Joint/Group Filing (Check Applicable Line)
   _X_ Form filed by One Reporting Person
   ___ Form filed by More than One Reporting Person

1. Title of Security (Instr. 3)
   Common Stock

2. Trans. Date
   6/9/2010

3. Trans. Code (Instr. 8)
   M

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

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)
   (Instr. 3 and 4)
   750

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

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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Date</th>
<th>Trans. Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>6/9/2010</td>
<td>M</td>
<td>750</td>
<td>$44.9</td>
</tr>
<tr>
<td>Common Stock</td>
<td>6/9/2010</td>
<td>S</td>
<td>750</td>
<td>$46.71</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>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 and 4)</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. 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$44.9</td>
<td>6/9/2010</td>
<td>M</td>
<td>750</td>
<td>2/9/2002 (1)</td>
<td>2/9/2011</td>
<td>Common Stock</td>
<td>$44.9</td>
<td>14250</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) The option vests over five years in 20% increments each year on the anniversary of the grant date.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Khan Ejaaz A</td>
<td>Director, VP, Controller &amp; CIO</td>
</tr>
<tr>
<td>1200 Urban Center Drive</td>
<td></td>
</tr>
<tr>
<td>Birmingham, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>

Signatures


** 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.

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.