VULCAN MATERIALS CO
Reported by
SANSONE DANIEL F

FORM 5
(Annual Statement of Changes in Beneficial Ownership)

Filed 02/12/13 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
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

Sansone Daniel F
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [VMC]

3. Statement for Issuer's Fiscal Year Ended

12/31/2012

4. If Amendment, Date Original Filed

11/5/2012

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

X Officer (give title below)
Sr. VP & CFO

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form Filed by One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
<th>Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>11/5/2012</td>
<td>G</td>
<td>678,000</td>
<td>D</td>
<td>$52,840</td>
<td>I</td>
<td>By GRAT</td>
</tr>
</tbody>
</table>

2789,000

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

(1) Held by the Daniel F. Sansone Grantor Retained Annuity Trust of which Mr. Sansone is the beneficiary.

Explanation of Responses:

** Signature of Reporting Person

Date
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.