UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

Wilson-Thompson Kathleen

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)

5/16/2016

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

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

__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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Code of Derivative Security: 
Direct (D) or Indirect (I) (Instr. 4) |
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<tbody>
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<td>Deferred Stock Units</td>
<td>5/16/2016</td>
<td>A</td>
<td>1300.0000</td>
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Deferred Stock Units are fully vested as of the grant date. Vested shares will be delivered to the reporting person in the month of April following the year in which the reporting person ceases to be a member of the Board of Directors, unless the reporting person has elected to defer payment of the award, or unless payment is made earlier due to the death or disability of the reporting person or a change in control of Vulcan.

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

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Explanation of Responses:

(1) Convertible on a 1-for-1 basis.
(2) Annual deferred stock grant made to the reporting person under the Vulcan Materials Company 2016 Omnibus Long-Term Incentive Plan.
(3) Deferred Stock Units are fully vested as of the grant date. Vested shares will be delivered to the reporting person in the month of April following the year in which the reporting person ceases to be a member of the Board of Directors, unless the reporting person has elected to defer payment of the award, or unless payment is made earlier due to the death or disability of the reporting person or a change in control of Vulcan.

Reporting Owners

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<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
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<tbody>
<tr>
<td>Wilson-Thompson Kathleen</td>
<td>Director</td>
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Signatures

Jerry F. Perkins Jr., Attorney-in-Fact

Signature of Reporting Person: **
Date: 5/16/2016

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.