VULCAN MATERIALS CO
Reported by
JAMES DONALD M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/31/08 for the Period Ending 01/29/08

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
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 *

JAMES DONALD M
(First) (Middle) (Last)
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)
_ _ 10% Owner
_ _ Other (specify below)
Chairman & CEO

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

1/29/2008

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

4/24/2008

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Securities Acquired or Disposed of</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>1/29/2008</td>
<td>M</td>
<td>20000</td>
<td>A</td>
<td>$32.95</td>
<td>D</td>
<td>V</td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/29/2008</td>
<td>F</td>
<td>8954</td>
<td>D</td>
<td>$73.59</td>
<td>D</td>
<td>V</td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/29/2008</td>
<td>F</td>
<td>4253</td>
<td>D</td>
<td>$73.59</td>
<td>D</td>
<td>V</td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/30/2008</td>
<td>M</td>
<td>15000</td>
<td>A</td>
<td>$32.95</td>
<td>D</td>
<td>V</td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/30/2008</td>
<td>F</td>
<td>6559</td>
<td>D</td>
<td>$75.35</td>
<td>D</td>
<td>V</td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/30/2008</td>
<td>F</td>
<td>3498</td>
<td>D</td>
<td>$75.35</td>
<td>D</td>
<td>V</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</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired or Disposed of</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s)</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>Stock Options (Right to Buy)</td>
<td>$32.95</td>
<td>1/29/2008</td>
<td></td>
<td>M</td>
<td>20000</td>
<td>2/12/1999 (3)</td>
<td>Common Stock</td>
<td>$73.59</td>
<td>35000</td>
<td>D</td>
<td>V</td>
</tr>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$32.95</td>
<td>1/30/2008</td>
<td></td>
<td>M</td>
<td>15000</td>
<td>2/12/1999 (3)</td>
<td>Common Stock</td>
<td>$75.35</td>
<td>20000</td>
<td>D</td>
<td>V</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Mature VMC shares deemed tendered for option exercise price.
Shares withheld by Company for tax withholding.

The option vests over five years in 20% increments each year on the anniversary of the grant date.

<table>
<thead>
<tr>
<th>Reporting Owners</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reporting Owner Name / Address</td>
<td>Director</td>
</tr>
<tr>
<td>JAMES DONALD M</td>
<td>X</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td></td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>

Signatures

By: Amy M. Tucker, Attorney-in-Fact 1/31/2008

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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