FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/11/13 for the Period Ending 02/07/13

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
SIC Code 1400 - Mining & Quarrying of Nonmetallic Minerals (No Fuels)
Industry Construction - Raw Materials
Sector Capital Goods
Fiscal Year 12/31
Form 4

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 *
McPherson John R
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)
2/7/2013

4. If Amendment, Date Original Filed

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

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

<table>
<thead>
<tr>
<th>1. Title of Security</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>(1) 2/7/2013</td>
<td>A</td>
<td>$100.0000</td>
<td>12/31/2016</td>
<td>Common Stock</td>
<td>8100.0000</td>
<td>(1)</td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>$55.4100</td>
<td>2/7/2013</td>
<td>A</td>
<td>$100.0000</td>
<td>2/7/2014</td>
<td>2/7/2023</td>
<td>Common Stock</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2013 and ends on December 31, 2016. At the end of the Performance Period, the Compensation Committee determines the payment amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>McPherson John R 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242</td>
<td>Director 10% Owner Officer Other Sr VP, Strategic Planning &amp; Bu</td>
</tr>
</tbody>
</table>

Signatures

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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