VULCAN MATERIALS CO
Reported by
KHAN EJAZ A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/26/10 for the Period Ending 01/22/10

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
1. Name and Address of Reporting Person *

**Khan Ejaz 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)

1/22/2010

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

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

_ X _ Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

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

_____ Director

_ X ___ 10% Owner

_ X ___ Officer (give title below)

_____ Other (specify below)

VP, Controller & CIO

### 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>Amount (A) or Disposed of (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>1/22/2010</td>
<td>M</td>
<td>1500 A</td>
<td>$42.344</td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/25/2010</td>
<td>M</td>
<td>1500 A</td>
<td>$42.344</td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/26/2010</td>
<td>S</td>
<td>1500 D</td>
<td>$46.54</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate Security (Instr. 3)</th>
<th>Conversion or Exercise Date (Instr. 2)</th>
<th>Date Exercisable (Instr. 4)</th>
<th>Expiration Date (Instr. 4)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 6)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 7)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>1/22/2010</td>
<td>2/10/2001 (i)</td>
<td>2/10/2010</td>
<td>Common Stock</td>
<td>$42.344</td>
<td>9000</td>
<td>D</td>
<td>D</td>
<td>D</td>
</tr>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>1/25/2010</td>
<td>2/10/2001 (i)</td>
<td>2/10/2010</td>
<td>Common Stock</td>
<td>$42.344</td>
<td>7500</td>
<td>D</td>
<td>D</td>
<td>D</td>
</tr>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>1/26/2010</td>
<td>2/10/2001 (i)</td>
<td>2/10/2010</td>
<td>Common Stock</td>
<td>$42.344</td>
<td>6000</td>
<td>D</td>
<td>D</td>
<td>D</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.
<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>KHAN EJAZ A</td>
<td></td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
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<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>Director, VP, Controller &amp; CIO</td>
</tr>
</tbody>
</table>

**Signatures**

Amy M. Tucker, Attorney-in-Fact  
1/26/2010  
** 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.

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