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 *  
MCGREGOR DOUGLAS J  
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)  

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
__X__ Director  
___ 10% Owner  
_____ Officer (give title below)  
_____ Other (specify below)  

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

1. Title of Security (Instr. 3)  
2. Trans. Date  
3A. Deemed Execution Date, if any  
3. Trans. Code (Instr. 8)  
4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  
5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  
6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  
7. Nature of Indirect Beneficial Ownership (Instr. 4)  

Deferred Stock Units  
(D) 5/16/2016  
A 1300.0000  

Explanation of Responses:  
(  Convertible on a 1-for-1 basis.  
(  Annual deferred stock grant made to the reporting person under the Vulcan Materials Company 2016 Omnibus Long-Term Incentive Plan.  
(  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)  

1. Title of Derivate Security (Instr. 3)  
2. Conversion or Exercise Price of Derivative Security  
3. Trans. Date  
3A. Deemed Execution Date, if any  
4. Trans. Code (Instr. 8)  
5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  
6. Date Exercisable and Expiration Date  
7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  
8. Price of Derivative Security (Instr. 5)  
9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)  
10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)  
11. Nature of Indirect Beneficial Ownership (Instr. 4)  

Deferred Stock Units  
(D) 5/16/2016  
A 1300.0000  

Reporting Owners  

Reporting Owner Name / Address  
MCGREGOR DOUGLAS J  
1200 URBAN CENTER DRIVE  
BIRMINGHAM, AL 35242  

Relationships  
X  

Signatures  
Jerry F. Perkins Jr., Attorney-in-Fact  
5/16/2016  
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.