FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/13/12 for the Period Ending 02/09/12

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
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)
2/9/2012

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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>2/9/2012</td>
<td>A</td>
<td>13200.0000</td>
<td>12/31/2015</td>
<td>13200.0000</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>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>2/9/2012</td>
<td>A</td>
<td>13200.0000</td>
<td>12/31/2015</td>
<td>Common Stock</td>
<td>13200.0000</td>
<td>D</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, 2012 and ends on December 31, 2015. 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</td>
<td>Director 10% Owner Officer Sr VP, Strategic Planning &amp; Bu</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>BIRMINGHAM, AL 35242</td>
</tr>
</tbody>
</table>

Signatures

Amy M. Tucker, Attorney-in-Fact 2/13/2012
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.