## 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, 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**  
**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)

**12/21/2009**

### 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>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/21/2009</td>
<td>M</td>
<td>25000</td>
<td>$42.344</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/21/2009</td>
<td>S</td>
<td>25000</td>
<td>$50</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</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$42.344</td>
<td>12/21/2009</td>
<td>M</td>
<td>25000</td>
</tr>
</tbody>
</table>

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

- X Director
- 10% Owner
- X Officer (give title below)
- Other (specify below)

Chairman & CEO

### Explanation of Responses:

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

### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>JAMES DONALD M</td>
<td>X Chairman &amp; CEO</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td></td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></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.

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.