VULCAN MATERIALS CO
Reported by
FARMER PHILLIP W

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 12/17/07 for the Period Ending 12/13/07

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 *

FARMER PHILLIP W
(Last) (First) (Middle)
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)

12/13/2007

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

___ X __ Director  _____ 10% Owner
_____ Officer (give title below)  _____ Other (specify below)

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>1. Title of Security (Instr. 3)</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)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</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>Phantom Stock (Deferred Compensation)</td>
<td>(1) 12/13/2007</td>
<td>A (2) 94.638</td>
<td>(3) (3)</td>
<td>Common Stock 94.638 $84,533 12421.731 I By Trust</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>(1) 12/14/2007</td>
<td>A (2) 192.103</td>
<td>(3) (3)</td>
<td>Common Stock 192.103 $84,590 12613.834 I By Trust</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

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

Explanation of Responses:

(1)Convertible on a 1-for-1 basis.

(2)Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.

(3)The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

Reporting Owners

Reporting Owner Name / Address  Relationships

FARMER PHILLIP W 1200 URBAN CENTER DRIVE  X

BIRMINGHAM, AL 35242
Signatures

By: Amy M. Tucker, Attorney-in-Fact

12/17/2007

** Signature of Reporting Person

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.