VULCAN MATERIALS CO
Reported by
BAKER JOHN D II

FORM 3/A
(Amended Statement of Beneficial Ownership)

Filed 01/31/08 for the Period Ending 11/19/07

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
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(h) of the Investment Company Act of 1940

<table>
<thead>
<tr>
<th>1. Name and Address of Reporting Person *</th>
<th>2. Date of Event Requiring Statement (MM/DD/YYYY)</th>
<th>3. Issuer Name and Ticker or Trading Symbol</th>
</tr>
</thead>
<tbody>
<tr>
<td>BAKER JOHN D II</td>
<td>11/19/2007</td>
<td>Vulcan Materials CO [VMC]</td>
</tr>
<tr>
<td>(Last) (First) (Middle)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(Street)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(City) (State) (Zip)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

- X Director
- Other (<specify below>)

5. 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 Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 4)</th>
<th>2. Amount of Securities Beneficially Owned (Instr. 4)</th>
<th>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</th>
<th>4. Nature of Indirect Beneficial Ownership (Instr. 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>431117 (1)</td>
<td>I</td>
<td>See footnote (2) (2)</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 Derivative Security (Instr. 4)</th>
<th>2. Date Exercisable and Expiration Date (MM/DD/YYYY)</th>
<th>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</th>
<th>4. Conversion or Exercise Price of Derivative Security (Instr. 4)</th>
<th>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)</th>
<th>6. Nature of Indirect Beneficial Ownership (Instr. 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date Exercisable</td>
<td>Expiration Date</td>
<td>Title</td>
<td>Amount or Number of Shares</td>
<td>Conversion or Exercise Price of Derivative Security</td>
<td>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)</td>
</tr>
</tbody>
</table>

### Explanation of Responses:

1. Includes 2,000 shares of common stock of Vulcan Materials Company held by Mr. Baker's Living Trust which were not included in the total number of shares reported following the exchange of Mr. Baker's Florida Rock Industries, Inc. common stock for shares of Vulcan Materials Company common stock pursuant to the merger agreement between Florida Rock Industries, Inc., Vulcan Materials Company and certain related parties.

2. Shares held by John D. Baker II Living Trust for which the reporting person serves as trustee.

### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>BAKER JOHN D II</td>
<td>X</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td></td>
</tr>
</tbody>
</table>

1. Name and Address of Reporting Person *
2. Date of Event Requiring Statement (MM/DD/YYYY)
3. Issuer Name and Ticker or Trading Symbol
4. Relationship of Reporting Person(s) to Issuer (Check all applicable)
5. 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

- X Director
- Other (<specify below>)

Common Stock 431117 (1) I See footnote (2) (2)
Signatures

/s/ Amy M. Tucker, Attorney-in-Fact 1/31/2008

** 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 5(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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