VULCAN MATERIALS CO
Reported by
DUKE WILLIAM K

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/08/15 for the Period Ending 05/07/15

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
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 *

Duke William K

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [ VMC ]

3. Date of Earliest Transaction (MM/DD/YYYY)

5/7/2015

4. If Amendment, Date Original Filed (MM/DD/YYYY)

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

X Officer (give title below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Common Stock

5/7/2015

M 2500.0000 A $68.6300 23642.0000 D

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

1. Title of Security (Instr. 3)

Common Stock

2. Trans. Date

5/7/2015

2A. Deemed Execution Date, if any

3. Trans. Code (Instr. 8)

M

4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)

2500.0000

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

23642.0000

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

D

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

1. Title of Derivate Security (Instr. 3)

Stock Options (Right to Buy)

2. Conversion or Exercise Price of Derivative Security

$68.6300

3. Trans. Date

5/7/2015

3A. Deemed Execution Date, if any

4. Trans. Code (Instr. 8)

M

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)

2500.0000

6. Date Exercisable and Expiration Date

12/8/2005

12/8/2015

7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)

Common Stock 2500.0000 $68.6300

8. Price of Derivative Security (Instr. 5)

4700.0000 D

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)

Explanation of Responses:

(1) Shares were sold on May 7, 2015, at prices ranging from $89.40 to $89.45 per share.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Duke William K</td>
<td>Director 10% Owner Officer Other</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>President, Mideast Division</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>

Signatures


** 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.