VULCAN MATERIALS CO
Reported by
WASON ROBERT A IV

FORM 5
(Annual Statement of Changes in Beneficial Ownership)

Filed 01/24/12 for the Period Ending 12/31/11

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
   WASON ROBERT A IV
   (Last) (First) (Middle)
   1200 URBAN CENTER DRIVE
   (Street)
   BIRMINGHAM, AL 35242
   (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
   Vulcan Materials CO [VMC]

3. Statement for Issuer's Fiscal Year Ended
   MM/DD/YYYY
   12/31/2011

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   ___ Director
   ___ 10% Owner
   X Officer (give title below)
   ___ Other (specify below)
   Sr. VP, General Counsel

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 (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (401k)</td>
<td>11/2/2011</td>
<td>J (1)</td>
<td>7245.2400</td>
<td>D</td>
<td>1493.1600</td>
<td>D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th></th>
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</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Comp DSUs/PSUs)</td>
<td>11/9/2011</td>
<td>J (1)</td>
<td>4074.2890</td>
<td>(1) (1)</td>
<td>Common Stock</td>
<td>4074.2890</td>
<td>$ 38.91</td>
<td>5112.5510</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Decrease due to a payment pursuant to a qualified domestic relations order (QDRO), resulting in the reflected balance.

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

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>WASON ROBERT A IV</td>
<td>Director 10% Owner Officer Other</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>Sr. VP, General Counsel</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>
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.