VULCAN MATERIALS CO
Reported by
SANSONE DANIEL F

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/14/11 for the Period Ending 02/10/11

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
STATEDMENT 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
Sansone Daniel F
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)
2/10/2011

5. Relationship of Reporting Person(s) to Issuer
Director

6. Individual or Joint/Group Filing (Check Applicable Line)
X Form filed by One Reporting Person

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

<table>
<thead>
<tr>
<th>Security Code</th>
<th>Date</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/10/2011</td>
<td>146,000</td>
<td>$44.08</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td>2,066,666</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Derivative Security</th>
<th>Date</th>
<th>Amount</th>
<th>Expiry Date</th>
<th>Title</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>2/10/2011</td>
<td>4,000,000</td>
<td>12/31/2010</td>
<td>Common Stock</td>
<td>$44.08</td>
</tr>
<tr>
<td>Phantom Stock (Deferred Comp DSUs/PSUs)</td>
<td>2/10/2011</td>
<td>1,335,000</td>
<td></td>
<td>Common Stock</td>
<td>206,666.87</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due.

(2) Held by the Daniel F. Sansone 2008 Grantor Retained Annuity Trust of which Mr. Sansone is the beneficiary.

(3) Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due on a payment date determined by the Compensation Committee. Performance Share Units vest at December 31 following a three-year award period. At the end of the award period, the Compensation Committee determines the payment amount based on Company performance.

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

(5) The units are to be settled in Vulcan common stock the year following the year of retirement of the reporting person.

Reporting Owners

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
</table>

Relationships

[ ] Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Sansone Daniel F
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Director
Sr. VP & CFO

Signatures
Amy M. Tucker, Attorney-in-Fact 2/14/2011

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.