VULCAN MATERIALS CO
Reported by
JAMES DONALD M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/04/09 for the Period Ending 03/02/09

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT 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 *
   
   JAMES DONALD M
   
   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)
   
   3/2/2009

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   
   _X_ Director
   
   _X_ Officer (give title below)
   
   Chairman & CEO

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</th>
<th>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D)</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 (Restricted Stock Units)</td>
<td>3/2/2009</td>
<td>F</td>
<td></td>
<td>602</td>
<td>(D)</td>
<td>$42.295</td>
<td>98747</td>
</tr>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>3/2/2009</td>
<td>D</td>
<td></td>
<td>23590</td>
<td>(D)</td>
<td>$42.295</td>
<td>75157</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Amount or Number of Shares 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>Phantom Stock (Deferred Comp DSUs/PSUs)</td>
<td>3/2/2009</td>
<td>A</td>
<td></td>
<td>23590</td>
<td>(D)</td>
<td>Common Stock</td>
<td>23590</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Represents the portion of the shares of common stock received upon the vesting of the restricted stock units ('RSUs') that the reporting person has elected to surrender to the Company in payment of taxes associated with the vesting.

(2) Represents time-based restricted stock units ('RSUs') reported as shares of common stock. The reporting person has elected, upon the vesting thereof, to defer the receipt of these shares under the terms of the Company's Executive Deferred Compensation Plan.

Reporting Owners

Reporting Owner Name / Address | Relationships
---|---
JAMES DONALD M | Director
1200 URBAN CENTER DRIVE | 10% Owner
BIRMINGHAM, AL 35242 | Officer
| Chairman & CEO
Amy M. Tucker, Attorney-in-Fact  
3/4/2009

** 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 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.