VULCAN MATERIALS CO
Reported by
CARROLL PHILIP J JR

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/25/08 for the Period Ending 04/24/08

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
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, 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 *
   
   CARROLL PHILIP J JR
   
   (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. Date of Earliest Transaction (MM/DD/YYYY)
   
   4/24/2008

5. Relationship of Reporting Person(s) to Issuer
   
   ____ X Director
   
   ____ 10% Owner
   
   _____ Officer (give title below)
   
   _____ Other (specify below)

1. Title of Security
   
   (Instr. 3)

2. Trans. Date

3. Trans. Code
   
   (Instr. 8)

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

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

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

7. Nature of Indirect Beneficial Ownership (Instr. 4)

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |
|-------------------------------|-----------------|-------|
| Common Stock (Deferred Stock Units) | 301 (1) | D |
| Common Stock (Restricted Stock Units) | 6628 (1) | D |

| Table II - Derivative Securities Beneficially Owned (e.g. puts, calls, warrants, options, convertible securities) |
|---------------------------------------------------------------|-----------------|-------|
| Phantom Stock (Deferred Compensation) | (2) 4/24/2008 A (3) 22 (4) (4) Common Stock 22 $69.57 13314 D |
| Phantom Stock (Deferred Stock Units) | $0.00 (2) (5) (5) Common Stock 2048 2048 (6) D |

Explanation of Responses:

(1) Shares now being reported separately from Common Stock. Shares of various types were previously grouped together under the security titled Common Stock.

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

(3) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.

(4) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

(5) Deferred Stock Units vest on June 1, following a three-year award period. Vested shares will be delivered to the reporting person on the last business day of March following the year in which the reporting person ceases to be a member of the Board of Directors, unless the
Deferred Stock Unit balances were previously separated according to award year and are now being grouped together for ease of reference.

### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>CARROLL PHILIP J JR</td>
<td>Director</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>10% Owner</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>Officer</td>
</tr>
</tbody>
</table>

** Signatures

By: Amy M. Tucker, Attorney-in-Fact  
4/25/2008

** 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 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.