VULCAN MATERIALS CO

Reported by

RICE DONALD B

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/26/08 for the Period Ending 02/22/08

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 *
   
   RICE DONALD B
   
   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)
   
   2/22/2008

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

5. Relationship of Reporting Person(s) to Issuer
   
   (Check all applicable)
   
   [ ] X Director
   
   [ ] 10% Owner
   
   [ ] Officer (give title below)
   
   [ ] Other (specify below)

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

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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/22/2008</td>
<td>P</td>
<td>10000</td>
<td>$67.15</td>
</tr>
<tr>
<td>Common Stock (Deferred Stock Units)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td></td>
<td></td>
<td></td>
<td></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>Conversion or Exercise Date</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>$0.00</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phantom Stock (Deferred Stock Units)</td>
<td>$0.00</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

4. 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 reporting person has elected to defer payment of the award, or unless payment is made earlier due to the death or disability of the reporting person or a change in control of Vulcan. The fair market value of the award is not determinable until the payment date.
Deferred Stock Unit balances were previously separated according to award year and are now being grouped together for ease of reference.

<table>
<thead>
<tr>
<th>Reporting Owners</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reporting Owner Name / Address</td>
<td>Director</td>
</tr>
<tr>
<td>RICE DONALD B</td>
<td>X</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td></td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>

Signatures

** 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.