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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
Bass Stanley G 
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)
2/12/2016

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

5. Relationship of Reporting Person(s) to Issuer

___ Director  
___ 10% Owner  
X Officer (give title below)  
___ Other (specify below)
Chief Growth Officer

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

<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>2/12/2016</td>
<td>M</td>
<td>9002.0000</td>
<td>$89.9900</td>
</tr>
<tr>
<td>Common Stock (401k)</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 Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>(A)</th>
<th>(D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
<th>Price of Derivative Security</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)</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>Performance Share Units</td>
<td>(Instr. 3)</td>
<td>2/12/2016</td>
<td>M</td>
<td>10200.0000</td>
<td>12/31/2015</td>
<td>12/31/2019</td>
<td>Common Stock</td>
<td>10200.0000</td>
<td>$89.9900</td>
<td>0.0000</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Performance Share Units</td>
<td>(Instr. 3)</td>
<td>2/12/2016</td>
<td>A</td>
<td>9300.0000</td>
<td>12/31/2019</td>
<td>12/31/2019</td>
<td>Common Stock</td>
<td>9300.0000</td>
<td>(Instr. 4)</td>
<td>9300.0000</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>592.0200</td>
<td>2/12/2016</td>
<td>A</td>
<td>9300.0000</td>
<td>2/12/2017</td>
<td>2/12/2026</td>
<td>Common Stock</td>
<td>9300.0000</td>
<td>$0.0000</td>
<td>9300.0000</td>
<td>D</td>
<td></td>
<td></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) Performance Share Units vest at December 31 following a four-year award period. At the end of the award period, the Compensation Committee determines the payment amount based on Company performance.

Reported Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bass Stanley G</td>
<td></td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>Chief Growth Officer</td>
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<td>BIRMINGHAM, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>

Signatures

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.

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