VULCAN MATERIALS CO
Reported by
MCAEBE RONALD G

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 12/01/08 for the Period Ending 11/26/08

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

State Whether the Remaining Common Stock Obligations are No Longer Subject to Section 16 (If No, do not file Form 4 or Form 5. See Instruction 1(b)).

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person *

McAbee Ronald G

(Street)

1200 URBAN CENTER DRIVE

BIRMINGHAM, AL 35242

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [ VMC ]

5. Relationship of Reporting Person(s) to Issuer

__( ) Director __ ( ) 10% Owner

(Instruction 1(b))

___ Officer (give title below) ___ Other (specify below)

SVP, CMG-West

11/26/2008

11/26/2008

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>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>11/26/2008</td>
<td>M</td>
<td>9550 A</td>
<td>$45.17</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/26/2008</td>
<td>S</td>
<td>9550 D</td>
<td>$58.00</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>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>11/26/2008</td>
<td>2/11/2009 (1)</td>
<td>9550</td>
<td>$45.17</td>
</tr>
</tbody>
</table>

Expiration of Responses:

(1) The option vests over five years in 20% increments each year on the anniversary of the grant date.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>McAbee Ronald G</td>
<td>Director, 10% Owner, Officer</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td></td>
</tr>
<tr>
<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.

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.