VULCAN MATERIALS CO
Reported by
WILSON-THOMPSON KATHLEEN

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 12/17/09 for the Period Ending 12/11/09

Address
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Telephone
2052983000

CIK
0001396009

Symbol
VMC

Fiscal Year
12/31
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(h) of the Investment Company Act of 1940

<table>
<thead>
<tr>
<th>1. Name and Address of Reporting Person *</th>
<th>2. Date of Event Requiring Statement (MM/DD/YYYY)</th>
<th>3. Issuer Name and Ticker or Trading Symbol</th>
</tr>
</thead>
<tbody>
<tr>
<td>(Last) (First) (Middle)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(Street)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(City) (State) (Zip)</td>
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</tr>
</tbody>
</table>

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)

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

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

Table I - Non-Derivative Securities Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 4)</th>
<th>2. Amount of Securities Beneficially Owned (Instr. 4)</th>
<th>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</th>
<th>4. Nature of Indirect Beneficial Ownership (Instr. 5)</th>
</tr>
</thead>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivate Security (Instr. 4)</th>
<th>2. Date Exercisable and Expiration Date (MM/DD/YYYY)</th>
<th>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</th>
<th>4. Conversion or Exercise Price of Derivative Security</th>
<th>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)</th>
<th>6. Nature of Indirect Beneficial Ownership (Instr. 5)</th>
</tr>
</thead>
</table>

Explanation of Responses:

Remarks:
No securities of Vulcan Materials Company were beneficially owned by Mrs. Wilson-Thompson as of the date of event: December 11, 2009., wilson-thompsonpoa.TXT

No securities are beneficially owned.

<table>
<thead>
<tr>
<th>Reporting Owners</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reporting Owner Name / Address</td>
</tr>
<tr>
<td>Wilson-Thompson Kathleen</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</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 5(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.
POWER OF ATTORNEY

STATE OF ALABAMA )

COUNTY OF JEFFERSON )

The undersigned director of Vulcan Materials Company, a New Jersey corporation, hereby nominates, constitutes and appoints Robert A. Wason IV, Amy M. Tucker and Jerry F. Perkins, or any of them, the true and lawful attorneys of the undersigned to prepare, based on information provided by said director, and sign the name of the undersigned to (i) any Form 3 required to be filed with the Securities and Exchange Commission under the Securities and Exchange Act of 1934, as amended, for and on behalf of said director, (ii) any Form 4 required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, for and on behalf of said director and any and all amendments to said reports, and (iii) any Form 5 of said director to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, for and on behalf of said director and any and all amendments to said reports.

The undersigned hereby grants to said attorneys full power of substitution, resubstitution and revocation, all as fully as the undersigned could do if personally present, hereby ratifying all that said attorneys or their substitutes may lawfully do by virtue hereof.

IN WITNESS WHEREOF, the undersigned director of Vulcan Materials Company has executed this Power of Attorney this 11 day of December, 2009.

KATHLEEN WILSON-THOMPSON