VULCAN MATERIALS CO
Reported by
JAMES DONALD M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/11/13 for the Period Ending 02/07/13

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

1. Name and Address of Reporting Person *

JAMES DONALD M

(First) (Middle) (Last)

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)

2/7/2013

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

5. Relationship of Reporting Person(s) to Issuer

Chairman & CEO

(Check all applicable)

X Director __________________ 10% Owner

X Officer (give title below) __________________ Other (specify below)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount (A) or (D)</th>
<th>Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</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>2/7/2013</td>
<td>M</td>
<td>32370.0000</td>
<td>73000.0000</td>
<td>12/31/2012</td>
<td>$32370.0000</td>
<td>$562200.0000</td>
<td>Direct (D)</td>
<td>10% Owner</td>
</tr>
<tr>
<td>Performance Share Units</td>
<td>2/7/2013</td>
<td>A</td>
<td>73000.0000</td>
<td>12/31/2016</td>
<td>Common Stock</td>
<td>73000.0000</td>
<td>73000.0000</td>
<td>Direct (D)</td>
<td>10% Owner</td>
</tr>
<tr>
<td>Phantom Stock (Deferred Comp DSUs/PSUs)</td>
<td>2/7/2013</td>
<td>M</td>
<td>24188.0000</td>
<td>227764.2700</td>
<td>Common Stock</td>
<td>24188.0000</td>
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<td>Direct (D)</td>
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<td>10% Owner</td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>2/7/2013</td>
<td>A</td>
<td>73000.0000</td>
<td>73000.0000</td>
<td>2/7/2014</td>
<td>2/7/2023</td>
<td>0.0000</td>
<td>Direct (D)</td>
<td>10% Owner</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 on a payment date determined by the Compensation Committee. Performance Share Units vest at December 31 following a three-year award period. At the end of the award period, the Compensation Committee determines the payment amount based on Company performance.

(2) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2013 and ends on December 31, 2016. At the end of the Performance Period, the Compensation Committee determines the payment amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

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

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

(5) Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due.
### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>JAMES DONALD M</td>
<td>Director X</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>10% Owner</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>Officer</td>
</tr>
<tr>
<td></td>
<td>Chairman &amp; CEO</td>
</tr>
</tbody>
</table>

**Signatures**

Amy M. Tucker, Attorney-in-Fact  
2/11/2013  
** 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.

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