VULCAN MATERIALS CO
Reported by
WASON ROBERT A IV

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/13/12 for the Period Ending 02/09/12

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
**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,  
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 *  
WASON ROBERT A IV  
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)  
2/9/2012

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  
_____ Director  
_____ 10% Owner  
X Officer (give title below)  
_____ Other (specify below)  
Sr. VP, General Counsel

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

<table>
<thead>
<tr>
<th>1. Title of Security</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>(1)</td>
<td>2/9/2012</td>
<td>A</td>
<td>16400.0000</td>
<td>12/31/2015 (1)</td>
<td>Common Stock</td>
<td>16400.0000</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
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<td>16400.0000</td>
<td>12/31/2015 (1)</td>
<td>Common Stock</td>
<td>16400.0000</td>
<td>16400.0000 (D)</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

(1) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2012 and ends on December 31, 2015. 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.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>WASON ROBERT A IV 1200 URBAN CENTER DRIVE</td>
<td>Director 10% Owner Officer Sr. VP, General Counsel</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>

**Signatures**

Amy M. Tucker, Attorney-in-Fact  
2/13/2012
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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