VULCAN MATERIALS CO
Reported by
SMITH ORIN R

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 12/15/08 for the Period Ending 12/11/08

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
   SMITH ORIN R
   1200 URBAN CENTER DRIVE
   BIRMINGHAM, AL 35242

2. Issuer Name and Ticker or Trading Symbol
   Vulcan Materials CO [ VM C ]

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   ___ X __ Director
   ___ 10% Owner
   ___ Officer (give title below)
   ___ Other (specify below)

1. Title of Security
   (Instr. 3)

2. Trans. Date

3. Trans. Code
   (Instr. 8)

4. Securities Acquired (A) or Disposed of (D)
   (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)
   (Instr. 3 and 4)

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>Date</th>
<th>Type of Security</th>
<th>Convertible &amp; Expiration Date</th>
<th>Title &amp; Number of Shares</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>12/11/2008</td>
<td>Phantom Stock</td>
<td>1-for-1</td>
<td>Common Stock</td>
<td></td>
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<td>Common Stock</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) Convertible on a 1-for-1 basis.
(2) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.
(3) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

Reporting Owners

SMITH ORIN R
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

X
Signatures

Amy M. Tucker, Attorney-in-Fact  

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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