VULCAN MATERIALS CO
Reported by
SMITH ORIN R

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 10/14/08 for the Period Ending 10/09/08

Address
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Telephone
2052983000

CIK
0001396009

Symbol
VMC

Fiscal Year
12/31
FORM 4

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 *
   SMITH ORIN R
   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)
   10/9/2008

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

5. Relationship of Reporting Person(s) to Issuer
   __ X __ Director   ____ 10% Owner
   _____ Officer (give title below)   _____ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   _ 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>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities 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>Phantom Stock (Deferred Compensation)</td>
<td>10/9/2008</td>
<td>A (2)</td>
<td>20.56</td>
<td>(3)</td>
<td>53767.10</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>10/10/2008</td>
<td>A (2)</td>
<td>55.49</td>
<td>(3)</td>
<td>53822.58</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>10/11/2008</td>
<td>A (2)</td>
<td>114.34</td>
<td>(3)</td>
<td>53936.92</td>
<td>D</td>
<td></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 (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Exercisable and Expiration Date</th>
<th>Amount or Number of Shares Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>10/9/2008</td>
<td>A (2)</td>
<td>20.56</td>
<td>(3)</td>
<td>Common Stock</td>
<td>53767.10</td>
<td>$72.96</td>
<td>53822.58</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>10/10/2008</td>
<td>A (2)</td>
<td>55.49</td>
<td>(3)</td>
<td>Common Stock</td>
<td>53822.58</td>
<td>$72.09</td>
<td>53936.92</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>10/11/2008</td>
<td>A (2)</td>
<td>114.34</td>
<td>(3)</td>
<td>Common Stock</td>
<td>53936.92</td>
<td>$71.06</td>
<td>53936.92</td>
<td>D</td>
<td></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

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>SMITH ORIN R</td>
<td></td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>X</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 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.