VULCAN MATERIALS CO
Reported by
KHAN EJAZ A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 12/05/08 for the Period Ending 12/04/08

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
Form 4

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 *

KHAN EJAZ A

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [ VMC ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director

_____ 10% Owner

__ X Officer (give title below)  _____ Other (specify below)

VP, Controller & CIO

3. Date of Earliest Transaction (MM/DD/YYYY)

12/4/2008

4. If Amendment, Date Original Filed

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>Description</th>
<th>Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
<th>Code</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/4/2008</td>
<td>M</td>
<td>1000</td>
<td>$45.17</td>
<td>4349</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/4/2008</td>
<td>S</td>
<td>1000</td>
<td>$65.25</td>
<td>3349</td>
<td>D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Description</th>
<th>Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
<th>Code</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>12/4/2008</td>
<td>M</td>
<td>1000</td>
<td>$45.17</td>
<td>1000</td>
<td>$45.17</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) The option vests over five years in 20% increments each year on the anniversary of the grant date.

Reporting Owners

Reporting Owner Name / Address     Relationship

KHAN EJAZ A 1200 URBAN CENTER DRIVE VP, Controller & CIO

BIRMINGHAM, AL 35242

Signatures
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.