VULCAN MATERIALS CO
Reported by
FRANKLIN H ALLEN

FORM 4
(Statement of Changes in Beneficial Ownership)

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

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 *

FRANKLIN H ALLEN
(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)

5/8/2008

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


5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

_____ X Director

_____ 10% Owner

_____ Officer (give title below)

_____ Other (specify below)

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

<table>
<thead>
<tr>
<th>Title of Security</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</td>
<td>5/8/2008</td>
<td>A (2) 44</td>
<td>(A)</td>
<td>Common Stock</td>
<td>44</td>
<td>$68.73</td>
<td>D</td>
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<tr>
<td>Deferred Compensation</td>
<td></td>
<td></td>
<td>(D)</td>
<td>Expiration Date</td>
<td>Amount or Number of Shares</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phantom Stock</td>
<td>5/9/2008</td>
<td>A (2) 117</td>
<td>(A)</td>
<td>Common Stock</td>
<td>117</td>
<td>$68.46</td>
<td>D</td>
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<tr>
<td>Deferred Compensation</td>
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<td></td>
<td>(D)</td>
<td>Expiration Date</td>
<td>Amount or Number of Shares</td>
<td></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</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>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Securities 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. 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</td>
<td></td>
<td>5/8/2008</td>
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<td>A</td>
<td>44</td>
<td>(A)</td>
<td>Common Stock</td>
<td>44</td>
<td>NWU 10270</td>
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<td>Deferred Compensation</td>
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<tr>
<td>Phantom Stock</td>
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<td>5/9/2008</td>
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<td>A</td>
<td>117</td>
<td>(A)</td>
<td>Common Stock</td>
<td>117</td>
<td>NWU 10387</td>
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<td></td>
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<tr>
<td>Deferred Compensation</td>
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</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

Reporting Owner Name / Address: FRANKLIN H ALLEN
Relationships: Director, 10% Owner, Officer, Other

1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

X

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2008
Estimated average burden hours per response... 0.5
Signatures

By: Amy M. Tucker, Attorney-in-Fact  
Signature of Reporting Person:  
Date: 5/12/2008

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.