VULCAN MATERIALS CO
Reported by
JAMES DONALD M

FORM 5
(Annual Statement of Changes in Beneficial Ownership)

Filed 01/16/13 for the Period Ending 12/31/12

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
JAMES DONALD M
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

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

3. Statement for Issuer's Fiscal Year Ended
12/31/2012

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer
---
X Director
10% Owner
---
Officer (give title below)
---
Chairman & CEO

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 (A) or (D)</th>
<th>Price</th>
<th>Securities Acquired (A) or Disposed of (D) Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/26/2012</td>
<td></td>
<td>G</td>
<td>93965.0000</td>
<td>D $52.8100</td>
<td>32841.0000</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate 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>Date Exercisable (MM/DD/YYYY)</th>
<th>Expiration Date (MM/DD/YYYY)</th>
<th>Title</th>
<th>Amount or Number of Shares (A) or (D)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 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>Stock Appreciation Right</td>
<td>$47.4700</td>
<td>12/27/2012</td>
<td></td>
<td>G</td>
<td>235390.0000</td>
<td>2/12/2010</td>
<td>2/12/2019</td>
<td>Common Stock</td>
<td>235390.0000</td>
<td>$0.0000</td>
<td>0.0000</td>
<td>D (1)</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) The reported transaction involves the reporting person's transfer of an option to a trust whereby his independent son serves as trustee.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>JAMES DONALD M</td>
<td>X Chairman &amp; CEO</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td></td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>

Signatures

Amy M. Tucker, Attorney-in-Fact 1/15/2013
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.