

VULCAN MATERIALS CO

Reported by
BAKER JOHN D II

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

FORM 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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[] Check this box if no
longer subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BAKER JOHN D II	Vulcan Materials CO [VMC]	<input checked="" type="checkbox"/> Director _____ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	____ Officer (give title below) _____ Other (specify below)
1200 URBAN CENTER DRIVE	5/8/2008	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
BIRMINGHAM, AL 35242		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	5/8/2008		P		10000	A	\$64.96	33106	D	
Common Stock								3306	I	By 401(k)
Common Stock								2758037	I	By Baker Holdings, L.P. (1)
Common Stock								311856	I	By Crusher Run Partners, LP (2)
Common Stock								14451	I	By Cynthia L. Baker Trust (3)
Common Stock								8730	I	By Edward L. Baker II Irrevocable Trust (4)
Common Stock								15606	I	By John D. Baker II Irrevocable Trust #1 (5)
Common Stock								7634	I	By John D. Baker II Irrevocable Trust #2 (6)
Common Stock								431117	I	By John D. Baker II Living Trust (7)
Common Stock								15420	I	By John D. Baker III Irrevocable

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			Code	V	Amount	(A) or (D)	Price			
										Trust ⁽⁸⁾
Common Stock								182	I	By Spouse of John D. Baker II ⁽⁹⁾
Common Stock								15420	I	By Susan Anne Baker Irrevocable Trust ⁽¹⁰⁾
Common Stock								16180	I	By Wife's Living Trust

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock (Deferred Compensation)	⁽¹¹⁾	5/9/2008		A ⁽¹²⁾		73		⁽¹³⁾	⁽¹³⁾	Common Stock	73	\$68.46	539	D	

Explanation of Responses:

- (1) Shares held by Baker Holdings, L.P. The reporting person shares voting and dispositive power over all the shares held by Baker Holdings, L.P. and has a pecuniary interest in a portion of the shares. The reporting person disclaims beneficial interest in these shares except to the extent of his pecuniary interest therein.
- (2) Shares held by the Crusher Run Partners, LP Charitable Remainder Unitrust. This trust is administered by John D. Baker II as trustee. The reporting person disclaims beneficial interest in the contributed shares, except to the extent of his pecuniary interest therein.
- (3) Shares held by separate trust created under the Cynthia L. Baker Trust, U/A/D April 30, 1965, of which the reporting person is a trustee and an income beneficiary. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4) Shares held by Edward L. Baker II Irrevocable Trust. The trust is administered by the reporting person's brother as trustee and is for the benefit of the reporting person's son, Edward L. Baker II. The reporting person disclaims beneficial interest in these shares.
- (5) Shares held by John D. Baker II Irrevocable Trust #1. This trust is administered by an independent trustee and is for the benefit of the reporting person's spouse and children. The reporting person disclaims any beneficial interest in these shares.
- (6) Shares held by John D. Baker Irrevocable Trust #2. This trust is administered by an independent trustee and is for the benefit of the reporting person's son, Edward L. Baker II. The reporting person disclaims any beneficial interest in these shares.
- (7) Shares held by John D. Baker II Living Trust for which the reporting person serves as trustee.
- (8) Shares held by John D. Baker III Irrevocable Trust. The trust is administered by the reporting person's brother as trustee and is for the benefit of the reporting person's son, John D. Baker III. The reporting person disclaims beneficial interest in these shares.
- (9) Shares are held by the reporting person's wife, Anne Doris Baker.
- (10) Shares held by Susan Anne Baker Irrevocable Trust. The trust is administered by the reporting person's brother as trustee and is for the benefit of the reporting person's daughter, Susan Anne Baker. The reporting person disclaims beneficial interest in these shares.
- (11) Convertible on a 1-for-1 basis.
- (12) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.
- (13) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

Reporting Owners

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Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER JOHN D II 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	X			

Signatures

By: Amy M. Tucker, Attorney-in-Fact

5/12/2008

** 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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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