VULCAN MATERIALS CO
Reported by
MCPHERSON JOHN R

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 11/10/11 for the Period Ending 11/09/11

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
          CIK 0001396009
          Symbol VMC
SIC Code 1400 - Mining & Quarrying of Nonmetallic Minerals (No Fuels)
Industry Construction - Raw Materials
Sector   Capital Goods
Fiscal Year 12/31
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 *
   McPherson John 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)
   11/9/2011

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

5. Relationship of Reporting Person(s) to Issuer
   ____ Director  ____ 10% Owner

   X  ____ Officer (give title below)  ____ Other (specify below)

   Sr VP, Strategic Planning & Bu

6. Individual or Joint/Group Filing (Check Applicable Line)
   X  Form filed by One Reporting Person

   ___ Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivate Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3A. Direct (D) or Indirect (I) (Instr. 4)</th>
<th>3B. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td></td>
<td>(1)</td>
<td>11/9/2011</td>
<td>A</td>
<td>15500.0000</td>
<td>(1)</td>
<td>(1)</td>
<td>Common Stock</td>
<td>15500.0000</td>
<td>(1)</td>
<td>15500.0000</td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>$29.05</td>
<td>11/9/2011</td>
<td>A</td>
<td>15300.0000</td>
<td>11/9/2012</td>
<td>(2)</td>
<td>11/9/2021</td>
<td>Common Stock</td>
<td>15300.0000</td>
<td>$ 0</td>
<td>15300.0000</td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>$29.05</td>
<td>11/9/2011</td>
<td>A</td>
<td>355600.0000</td>
<td>12/31/2011</td>
<td>(3)</td>
<td>11/9/2021</td>
<td>Common Stock</td>
<td>355600.0000</td>
<td>$ 0</td>
<td>355600.0000</td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1. Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award began on January 1, 2011 and ends on December 31, 2014. At the end of the Performance Period, the Compensation Committee determines the payment amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

2. SOSAR grant will vest 25% per year and become fully vested on November 9, 2015.

3. SOSAR grant will vest 40% on December 31, 2011. The remaining 60% will vest 1/35th per month beginning on January 9, 2012 until November 9, 2014.
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.

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