VULCAN MATERIALS CO
Reported by
MCGREGOR DOUGLAS J

FORM 4
(Statement of Changes in Beneficial Ownership)

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

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
1. Name and Address of Reporting Person *

**MCGREGOR DOUGLAS J**

(Last) (First) (Middle)  

**1200 URBAN CENTER DRIVE**  

(Street)  

**BIRMINGHAM, AL 35242**  

(City) (State) (Zip)  

2. Issuer Name and Ticker or Trading Symbol

**Vulcan Materials CO [ VMC ]**

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

**12/16/2013**

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>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Securities Acquired 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>Common Stock</td>
<td><strong>886.3030</strong></td>
<td><strong>A</strong></td>
<td><strong>12/16/2013</strong></td>
<td><strong>886.3030</strong></td>
<td><strong>886.3030</strong></td>
<td><strong>Direct (D)</strong></td>
<td><strong>Common Stock</strong></td>
</tr>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>(1)</td>
<td>12/16/2013</td>
<td>V</td>
<td><strong>865.3030</strong></td>
<td><strong>865.3030</strong></td>
<td><strong>Direct (D)</strong></td>
<td><strong>Common Stock</strong></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>Trans. Code (Instr. 8)</th>
<th>Deemed Execution Date, if any</th>
<th>Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 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>
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<tbody>
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<td>V</td>
<td><strong>865.3030</strong></td>
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<td><strong>Common Stock</strong></td>
<td></td>
</tr>
</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

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>MCGREGOR DOUGLAS J</td>
<td><strong>X</strong></td>
<td>Director</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td></td>
<td>10% Owner</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
<td>Officer</td>
</tr>
</tbody>
</table>

Signatures

Amy M. Tucker, Attorney-in-Fact

**Signature of Reporting Person**

12/16/2013

**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).


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.