VULCAN MATERIALS CO
Reported by
KHAN EJAZ A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/11/08 for the Period Ending 02/07/08

Address
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone
2052983000
CIK
0001396009
Symbol
VMC
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 *

KHAH EJAZ A

(Street)

1200 URBAN CENTER DRIVE

(City) (State) (Zip)

BIRMINGHAM, AL 35242

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [ VMC ]

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

2/7/2008

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

5. Relationship of Reporting Person(s) to Issuer

(1) Director

(2) 10% Owner

(3) Officer (give title below)

(4) Other (specify below)

VP, Controller & CIO

6. Individual or Joint/Group Filing

Form filed by One Reporting Person

Form filed by More than One Reporting Person

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>Common Stock</td>
<td>2/7/2008</td>
<td></td>
<td>M</td>
<td>1700</td>
<td>1700 (2) 0 D</td>
<td>Direct (D)</td>
<td>Indirect (I)</td>
</tr>
<tr>
<td>Performance Share Units</td>
<td>(1) (2)</td>
<td></td>
<td>M</td>
<td>1700</td>
<td>1700 (2) 0 D</td>
<td>Direct (D)</td>
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<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Performance Share Units</td>
<td>(1)</td>
<td></td>
<td>A</td>
<td>1450</td>
<td>1450 (1) 1450 D</td>
<td>Direct (D)</td>
<td>Indirect (I)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phantom Stock (Deferred Comp</td>
<td>(3) (4)</td>
<td></td>
<td>M</td>
<td>3186</td>
<td>3186 (2) 5798 D</td>
<td>Direct (D)</td>
<td>Indirect (I)</td>
</tr>
<tr>
<td>DSUs/PSUs)</td>
<td></td>
<td></td>
<td>A</td>
<td>5650</td>
<td>5650 (2)                                  5650 D</td>
<td>Direct (D)</td>
<td>Indirect (I)</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. 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. 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>
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<td>Performance Share Units</td>
<td>2/7/2008</td>
<td>M</td>
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<td>1700 (1) 0 D</td>
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<td></td>
<td></td>
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</table>

Explanation of Responses:
(1) Performance Share Units vest at December 31 following a three-year award period. At the end of the award period, the Compensation Committee determines the payment amount based on Company performance. 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) Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due.

(3) Represents time-based restricted stock units (RSUs) reported as shares of common stock. The reporting person has elected, upon the vesting thereof, to defer the receipt of these shares under the terms of the Company's Executive Deferred Compensation Plan.

(4) Convertible on a 1-for-1 basis.

(5) The units are to be settled in Vulcan common stock the year following the year of retirement of the reporting person.
### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
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<td>KHAN EJAZ A 1200 URBAN CENTER DRIVE</td>
<td>Director, VP, Controller &amp; CIO</td>
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*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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