VULCAN MATERIALS CO
Reported by
MILLS MICHAEL R

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/11/13 for the Period Ending 02/07/13

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
## United States Securities and Exchange Commission

**Washington, D.C. 20549**

### Statement of Changes in Beneficial Ownership of Securities

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 *

**Mills Michael R**

- (Last) 1200 URBAN CENTER DRIVE
- (First) BIRMINGHAM, AL 35242
- (Middle) 1200 URBAN CENTER DRIVE
- (Street) 1200 URBAN CENTER DRIVE
- (City)#######
- (State) BIRMINGHAM, AL 35242
- (Zip) 1200 URBAN CENTER DRIVE

### 2. Issuer Name and Ticker or Trading Symbol

**Vulcan Materials CO [ VMC ]**

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

**2/7/2013**

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

**MM/DD/YYYY**

### 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

- ____ Director
- ____ 10% Owner
- _x_ Officer (give title below)  
- ____ Other (specify below)

Senior Vice President and Gene

### 6. Individual or Joint/Group Filing (Check Applicable Line)

- _x_ Form filed by One Reporting Person
- _x_ Form filed by More than One Reporting Person

### 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>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/7/2013</td>
<td>M</td>
<td>1427.0000</td>
<td>$56.2200</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td>I</td>
<td>768.0000</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount of Derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Price of Derivative Security</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>(2)</td>
<td>2/7/2013</td>
<td>M</td>
<td>2730.0000</td>
<td>12/31/2012</td>
<td>(2)</td>
<td>Common Stock 2730.0000 $56.2200 0.0000 D</td>
<td></td>
</tr>
<tr>
<td>Performance Share Units</td>
<td>(3)</td>
<td>2/7/2013</td>
<td>A</td>
<td>7000.0000</td>
<td>12/31/2016</td>
<td>(3)</td>
<td>Common Stock 7000.0000 (3) 7000.0000 D</td>
<td></td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>$55.4100</td>
<td>2/7/2013</td>
<td>A</td>
<td>7000.0000</td>
<td>2/7/2014</td>
<td>2/7/2023</td>
<td>Common Stock 7000.0000 $0.0000 7000.0000 D</td>
<td></td>
</tr>
</tbody>
</table>

### Explanation of Responses:

1. Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due.

2. Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due on a payment date determined by the Compensation Committee. 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.

3. Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2013 and ends on December 31, 2016. 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.

### Reporting Owners
## Reporting Owner Name / Address

<table>
<thead>
<tr>
<th>Relationships</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>10% Owner</td>
<td></td>
</tr>
<tr>
<td>Officer</td>
<td></td>
</tr>
<tr>
<td>Other</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Mills Michael R</th>
</tr>
</thead>
<tbody>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
</tr>
</tbody>
</table>

### Signatures

<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Signature of Reporting Person</strong></td>
<td>Date</td>
</tr>
</tbody>
</table>

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.