VULCAN MATERIALS CO
Reported by
SMITH ORIN R

FORM 3
(Initial Statement of Beneficial Ownership)

Filed 11/16/07 for the Period Ending 11/16/07

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 *
SMITH ORIN R
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

2. Date of Event Requiring Statement
11/16/2007

3. Issuer Name and Ticker or Trading Symbol
Vulcan Materials CO [VMC]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)
___ X ___ Director
___ 10% Owner
___ Officer (give title below)
___ Other (specify below)

5. If Amendment, Date Original Filed

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

Table I - Non-Derivative Securities Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 4)</th>
<th>Amount of Securities Beneficially Owned (Instr. 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12378.538</td>
<td>D</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 Derivative Security (Instr. 4)</th>
<th>Date Exercisable and Expiration Date (MM/DD/YYYY)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 4)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>(1) (1)</td>
<td>Common Stock 51826.084</td>
<td>(2) D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phantom Stock (Deferred Stock Units)</td>
<td>(3) (3)</td>
<td>Common Stock 1031.56</td>
<td>(2) D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Phantom Stock (Deferred Stock Units)</td>
<td>(4) (4)</td>
<td>Common Stock 1005.5</td>
<td>(2) D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.
(2) Convertible on a one-for-one basis.
(3) Deferred Stock Units vest on June 1, 2009, following a three-year award period. Vested shares will be delivered to the reporting person.
on the last business day of March following the year in which the reporting person ceases to be a member of the Board of Directors, unless the reporting person has elected to defer payment of the award, or unless payment is made earlier due to the death or disability of the reporting person or a change in control of Vulcan. The fair market value of the award is not determinable until the payment date.

Deferred Stock Units vest on June 1, 2010, following a three-year award period. Vested shares will be delivered to the reporting person on the last business day of March following the year in which the reporting person ceases to be a member of the Board of Directors, unless the reporting person has elected to defer payment of the award, or unless payment is made earlier due to the death or disability of the reporting person or a change in control of Vulcan. The fair market value of the award is not determinable until the payment date.

Remarks:
Common stock and derivative securities of Legacy Vulcan Corp. (formerly named Vulcan Materials Company) were converted, respectively, into common stock and derivative securities of the Issuer pursuant to the merger of a wholly-owned subsidiary of the Issuer with and into Legacy Vulcan Corp., pursuant to which Legacy Vulcan Corp. became a wholly-owned subsidiary of the Issuer. The reporting person's holdings remain unchanged except for the change in the issuer of the securities.

Exhibit List

Exhibit 24 - Power of Attorney

<table>
<thead>
<tr>
<th>Reporting Owners</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>SMITH ORIN R</td>
<td></td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>Director</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>10% Owner</td>
</tr>
<tr>
<td></td>
<td>Officer</td>
</tr>
<tr>
<td></td>
<td>Other</td>
</tr>
</tbody>
</table>

Signatures


** 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 5(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.
EXHIBIT 24

POWER OF ATTORNEY

Know all men by these presents that the undersigned hereby constitutes and appoints each of William F. Denson, III, Amy M. Tucker and Jerry F. Perkins, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the capacity as an officer and/or director of Vulcan Materials Company, a New Jersey corporation (the "Company"), Forms 3, 4 and 5, Schedule 13D and Schedule 13G and amendments thereto in accordance with Sections 13(d) and 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5, Schedule 13D, Schedule 13G, or other form or report, and timely file such form, schedule or report with the United States Securities and Exchange Commission and any other authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or their substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13(d) and 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5, Schedule 13D, Schedule 13G, or other form or report with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of November, 2007.

/S/ ORIN R. SMITH
Orin R. Smith