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VULCAN MATERIALS CO

FORM FWP

(Free Writing Prospectus - Filing under Securities Act Rules 163/433)

Filed 06/03/11

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

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Term Sheet

Filed Pursuant to Rule 433
Registration No. 333-174609
June 3, 2011

This pricing term sheet relates only to the securities described below and should only be read together with the Preliminary Prospectus Supplement, subject to completion, dated May 31, 2011, relating to these securities and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information in the Preliminary Prospectus Supplement. This pricing term sheet is qualified in its entirety by reference to the Preliminary Prospectus Supplement. Other information presented in the Preliminary Prospectus Supplement, including financial information, is deemed to have changed to the extent affected by the changes described herein. Capitalized terms not defined herein have the meanings assigned to them in the Preliminary Prospectus Supplement.

Vulcan Materials Company

6.5% Notes due 2016

Change in Size of Offering:

The aggregate principal amount of notes to be issued in the offering increased from $1,000,000,000 to $1,100,000,000. The increased amount of $100,000,000 will be used to repay outstanding debt of the Company as described in the Preliminary Prospectus Supplement.

Issuer:	Vulcan Materials Company
Title of Security:	6.5% Notes due 2016
Principal Amount:	$500,000,000
Coupon:	6.5%
Yield to Maturity:	6.5%
Benchmark Treasury:	1.750% due 5/31/2016
Spread to Benchmark Treasury:	+488 bps
Price to Public:	100%
Coupon Dates:	June 1 and December 1
First Coupon Date:	December 1, 2011
Trade Date:	June 3, 2011
Settlement Date:	June 14, 2011 (T+7) We expect that delivery of the notes will be made to investors on or about June 14, 2011, which will be the seventh business day following the date of this pricing term sheet (such settlement being referred to as "T+7"). Under Rule 15c6-1 under the Exchange Act, trades in the secondary market are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes prior to the delivery of the notes hereunder on the date hereof or on the next three succeeding business days will be required, by virtue of the fact that the notes initially settle in T+7, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes prior to their date of delivery hereunder should consult their advisors.
Maturity Date:	December 1, 2016
Make Whole Call:	At any time at a discount rate of Treasury plus 50 bps

Use of Proceeds:	The net proceeds of the offering will be used as set forth in the Preliminary Prospectus Supplement.
CUSIP:	929160 AQ2
ISIN:	US929160AQ22
Joint Book-Running Managers:	Merrill Lynch, Pierce, Fenner & Smith Incorporated Goldman, Sachs & Co. SunTrust Robinson Humphrey, Inc.
Senior Co-Managers:	Morgan Keegan & Company, Inc. U.S. Bancorp Investments, Inc.
Co-Managers:	BB&T Capital Markets, a division of Scott & Stringfellow, LLC Banco Bilbao Vizcaya Argentaria, S.A. Mizuho Securities USA, Inc. The Williams Capital Group, L.P.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents incorporated by reference in the registration statement and filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov . Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or Goldman, Sachs & Co. toll-free at 1-866-471-2526.

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

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Vulcan Materials Company

7.5% Notes due 2021

Change in Size of Offering:

The aggregate principal amount of notes to be issued in the offering increased from $1,000,000,000 to $1,100,000,000. The increased amount of $100,000,000 will be used to repay outstanding debt of the Company as described in the Preliminary Prospectus Supplement.

Issuer:	Vulcan Materials Company
Title of Security:	7.5% Notes due 2021
Principal Amount:	$600,000,000
Coupon:	7.5%
Yield to Maturity:	7.5%
Benchmark Treasury:	3.125% due 5/15/2021
Spread to Benchmark Treasury:	+449 bps
Price to Public:	100%
Coupon Dates:	June 15 and December 15
First Coupon Date:	December 15, 2011
Trade Date:	June 3, 2011
Settlement Date:	June 14, 2011 (T+7) We expect that delivery of the notes will be made to investors on or about June 14, 2011, which will be the seventh business day following the date of this pricing term sheet (such settlement being referred to as "T+7"). Under Rule 15c6-1 under the Exchange Act, trades in the secondary market are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes prior to the delivery of the notes hereunder on the date hereof or on the next three succeeding business days will be required, by virtue of the fact that the notes initially settle in T+7, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes prior to their date of delivery hereunder should consult their advisors.
Maturity Date:	June 15 , 2021
Make Whole Call:	At any time at a discount rate of Treasury plus 50 bps

Use of Proceeds:	The net proceeds of the offering will be used as set forth in the Preliminary Prospectus Supplement.
CUSIP:	929160 AR0
ISIN:	US929160AR05
Joint Book-Running Managers:	Merrill Lynch, Pierce, Fenner & Smith Incorporated Goldman, Sachs & Co. SunTrust Robinson Humphrey, Inc.
Senior Co-Managers:	Morgan Keegan & Company, Inc. U.S. Bancorp Investments, Inc.
Co-Managers:	BB&T Capital Markets, a division of Scott & Stringfellow, LLC Banco Bilbao Vizcaya Argentaria, S.A. Mizuho Securities USA, Inc. The Williams Capital Group, L.P.

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