VULCAN MATERIALS CO
Reported by
MILLS MICHAEL R

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/29/13 for the Period Ending 01/28/13

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
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
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

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

3. Date of Earliest Transaction (MM/DD/YYYY)
1/28/2013

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Senior Vice President and Gene

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>1/28/2013</td>
<td>M</td>
<td>1821.0000</td>
<td>$0 (3)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/28/2013</td>
<td>F</td>
<td>529.0000</td>
<td>$52.0500</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></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 Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Comp DSUs/PSUs)</td>
<td>(1) 1/28/2013</td>
<td>M</td>
<td>1821.5100</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) Each share of phantom stock was the economic equivalent of one share of Vulcan common stock. The reporting person settled his shares of phantom stock for an equal number of shares of Vulcan common stock on January 28, 2013.

(2) Shares sold by Company for tax withholding.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mills Michael R</td>
<td>Director</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>10% Owner</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>Senior Vice President and Gene</td>
</tr>
</tbody>
</table>
Signature
Amy M. Tucker, Attorney-in-Fact
1/29/2013

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.

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