VULCAN MATERIALS CO
Reported by
CLEMENTS DAVID P

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/02/14 for the Period Ending 12/30/13

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
**Form 4**

**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 *

Clements David P  
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)

12/30/2013

### 4. If Amendment, Date Original Filed (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, Central

### 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 (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/30/2013</td>
<td>M</td>
<td>1400.0000</td>
<td>$48.2700</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/30/2013</td>
<td>S</td>
<td>1400.0000</td>
<td>$59.0000</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>Trans. Code (Instr. 8)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
<th>Price of Derivative Security</th>
<th>Trans. Code (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$48.2700</td>
<td>12/30/2013</td>
<td>M</td>
<td>1/1/2005 (i)</td>
<td>4/1/2014</td>
<td>Common Stock</td>
<td>1400.0000</td>
<td>$48.2700</td>
<td>(D)</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) The option vests over five years in 20% increments each year on December 31 following the grant date.

### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Clements David P</td>
<td>Director, 10% Owner, Officer, Senior Vice President, Central</td>
</tr>
</tbody>
</table>

**Signatures**

Amy M. Tucker, Attorney-in-Fact  
1/2/2014

**Signature of Reporting Person**
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.