VULCAN MATERIALS CO
Reported by
FRANKLIN H ALLEN

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/15/08 for the Period Ending 02/13/08

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
Form 4

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *
FRANKLIN H ALLEN
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)
2/13/2008

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

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

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 of Securities Acquired or Disposed of (A) or Disposed of (D)</th>
<th>Securities Acquired or Disposed of Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock</td>
<td>2/13/2008</td>
<td>A</td>
<td>21.085</td>
<td>571.140</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) Convertible on a 1-for-1 basis.
(2) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.
(3) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Amount of Derivative Securities Acquired or Disposed of (A) or Disposed of (D)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Amount or Number of Shares Underlying Derivative Security</th>
<th>Price of Derivative Security</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>2/13/2008</td>
<td>A</td>
<td>21.085</td>
<td>Common Stock</td>
<td>571.140</td>
<td>10090.147</td>
</tr>
</tbody>
</table>

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>FRANKLIN H ALLEN</td>
<td>Director, 10% Owner</td>
</tr>
</tbody>
</table>

1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Signatures
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.