VULCAN MATERIALS CO
Reported by
TROSINO VINCENT J

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/25/08 for the Period Ending 04/23/08

Address
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Telephone
2052983000

CIK
0001396009

Symbol
VMC

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, 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 *
   
   TROSINO VINCENT J
   
   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)
   
   4/23/2008

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>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>4/23/2008</td>
<td></td>
<td>A</td>
<td>22</td>
<td>22</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>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Price of Derivative Security</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form of Derivative Security (Instr. 4, 5, 6)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>4/23/2008</td>
<td></td>
<td>A</td>
<td>22</td>
<td>22</td>
<td>Common Stock</td>
<td>22</td>
<td>$69.57</td>
<td>5628</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.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>TROSINO VINCENT J</td>
<td>Director</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>10% Owner</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>Officer</td>
</tr>
<tr>
<td></td>
<td>Other</td>
</tr>
</tbody>
</table>

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.