VULCAN MATERIALS CO  
Reported by  
LOTT JEFFERY G  

FORM 3  
(Initial Statement of Beneficial Ownership)  

Filed 01/08/15 for the Period Ending 01/01/15  

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
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 *

Lott Jeffery G

(Last) (First) (Middle)

1200 URBAN CENTER DRIVE

BIRMINGHAM, AL 35242

(Street) (City) (State) (Zip)

2. Date of Event Requiring Statement (MM/DD/YYYY)

1/1/2015

3. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [VMC]

4. Relationship of Reporting Person(s) to Issuer (Check all applicable)

_____ Director

___ X ___ 10% Owner

___ Officer (give title below)

___ Other (specify below)

President, Southwest Division /

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

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

_ X _ Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

Performance Share Units

Performance Share Units

Performance Share Units

Performance Share Units

Stock Appreciation Right

2. Amount of Securities Beneficially Owned (Instr. 4)

12/31/2014

1380.0000

12/31/2015

2010.0000

12/31/2016

1230.0000

12/31/2017

1180.0000

2/11/2011

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D

D

D

D

2/11/2020

4. Nature of Indirect Beneficial Ownership (Instr. 5)

D

D

D

D

5. Nature of Indirect Beneficial Ownership (Instr. 5)

D

D

D

D

Date

Expiration Date

Title

Amount or Number of Shares

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

1. Title of Derivate Security (Instr. 4)

Performance Share Units

Performance Share Units

Performance Share Units

Performance Share Units

Stock Appreciation Right

2. Date Exercisable and Expiration Date (MM/DD/YYYY)

12/31/2014

12/31/2015

12/31/2016

12/31/2017

2/11/2011

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Common Stock

Common Stock

Common Stock

Common Stock

Common Stock

4. Conversion or Exercise Price of Derivative Security

1380.0000

2010.0000

1230.0000

1180.0000

3180.0000

$43.0500

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

D

D

D

D

D

6. Nature of Indirect Beneficial Ownership (Instr. 5)

D

D

D

D

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

<table>
<thead>
<tr>
<th>1. Title of Derivate Security (Instr. 4)</th>
<th>2. Date Exercisable and Expiration Date (MM/DD/YYYY)</th>
<th>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</th>
<th>4. Conversion or Exercise Price of Derivative Security</th>
<th>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)</th>
<th>6. Nature of Indirect Beneficial Ownership (Instr. 5)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Appreciation Right</td>
<td>3/1/2012 3/1/2021</td>
<td>Common Stock 1370.0000 $43.6300 D</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Stock Appreciation Right</td>
<td>2/12/2010 2/12/2019</td>
<td>Common Stock 2960.0000 $47.4700 D</td>
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<td></td>
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<tr>
<td>Stock Appreciation Right</td>
<td>2/7/2014 2/7/2023</td>
<td>Common Stock 1230.0000 $55.4100 D</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>2/13/2015 2/13/2024</td>
<td>Common Stock 1170.0000 $66.0000 D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>2/7/2009 2/7/2018</td>
<td>Common Stock 1390.0000 $70.6900 D</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>12/31/2005 2/10/2015</td>
<td>Common Stock 960.0000 $57.0950 D</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>12/8/2005 12/8/2015</td>
<td>Common Stock 2940.0000 $68.6300 D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2011 and ends on December 31, 2014. At the end of the Performance Period, the Compensation Committee determines the payment amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

(2) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2012 and ends on December 31, 2015. At the end of the Performance Period, the Compensation Committee determines the payment amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

(3) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2013 and ends on December 31, 2016. At the end of the Performance Period, the Compensation Committee determines the payment amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

(4) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2014 and ends on December 31, 2017. At the end of the Performance Period, the Compensation Committee determines the payment amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

Remarks:
lottjpoa.txt

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lott Jeffery G</td>
<td>Director, President, Southwest Division</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>10% Owner, Officer</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>Other</td>
</tr>
</tbody>
</table>
Signatures


** Signature of Reporting Person Date

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 5(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.
POWER OF ATTORNEY

STATE OF ALABAMA

COUNTY OF JEFFERSON

The undersigned officer of Vulcan Materials Company, a New Jersey corporation, hereby nominates, constitutes and appoints Michael R. Mills, Amy M. Tucker and Jerry F. Perkins Jr., or any of them, the true and lawful attorneys of the undersigned to prepare, based on information provided by said officer, and sign the name of the undersigned to (i) any Form 3 required to be filed with the Securities and Exchange Commission under the Securities and Exchange Act of 1934, as amended, for and on behalf of said officer, (ii) any Form 4 required to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, for and on behalf of said officer and any and all amendments to said reports, and (iii) any Form 5 of said officer to be filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, for and on behalf of said officer and any and all amendments to said reports.

The undersigned hereby grants to said attorneys full power of substitution, resubstitution and revocation, all as fully as the undersigned could do if personally present, hereby ratifying all that said attorneys or their substitutes may lawfully do by virtue hereof.

IN WITNESS WHEREOF, the undersigned officer of Vulcan Materials Company has executed this Power of Attorney this 2nd day of December, 2014.

Jeffery G. Lott