VULCAN MATERIALS CO
Reported by
DUKE WILLIAM K

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/17/15 for the Period Ending 02/12/15

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

<table>
<thead>
<tr>
<th>Security Type</th>
<th>Trans. Date</th>
<th>Code</th>
<th>V</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/12/2015</td>
<td>M</td>
<td></td>
<td>971.0000</td>
<td>$78.0000</td>
</tr>
</tbody>
</table>

21142.0000

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

<table>
<thead>
<tr>
<th>Security Type</th>
<th>Trans. Date</th>
<th>Code</th>
<th>V</th>
<th>(A) or (D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>2/12/2015</td>
<td>M</td>
<td></td>
<td>1570.0000</td>
<td>12/31/2014</td>
<td>(2)</td>
<td>Common Stock</td>
<td>1570.0000</td>
<td>$78.0000</td>
</tr>
<tr>
<td>Performance Share Units</td>
<td>2/12/2015</td>
<td>A</td>
<td></td>
<td>2900.0000</td>
<td>12/31/2018</td>
<td>(3)</td>
<td>Common Stock</td>
<td>2900.0000</td>
<td>0.0000</td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>2/12/2015</td>
<td>A</td>
<td></td>
<td>2900.0000</td>
<td>2/12/2015</td>
<td></td>
<td>Common Stock</td>
<td>2900.0000</td>
<td>$0.0000</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due.

(2) Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due on a payment date determined by the Compensation Committee. Performance Share Units vest at December 31 following a three-year award period. At the end of the award period, the Compensation Committee determines the payment amount based on Company performance.

(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, 2015 and ends on December 31, 2018. 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.
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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