FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/31/09 for the Period Ending 03/30/09

Address 1200 URBAN CENTER DRIVE
          BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person

McAbee Ronald G
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [ VMC ]

3. Date of Earliest Transaction

3/30/2009

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer

_____ Director
_____ 10% Owner
X Officer (give title below)
___ Other (specify below)

SVP, CMG-West

6. Individual or Joint/Group Filing

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>3/30/2009</td>
<td>M</td>
<td>772</td>
<td>$0</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>A</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>5826</td>
<td>D</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</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title of Underlying Derivative Security</th>
<th>Price of Derivative Security</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Comp DSUs/PSUs)</td>
<td>$0 (2)</td>
<td>3/30/2009</td>
<td>M</td>
<td>772</td>
<td>(2)</td>
<td>(2)</td>
<td>Common Stock</td>
<td>$0 (1)</td>
<td>5430.46</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) On March 30, 2009, the reporting person received 772 shares of VMC Common Stock in settlement of an equal number of shares of Phantom Stock (Deferred Comp DSUs/PSUs) held pursuant to VMC's Executive Deferred Compensation Plan.

(2) Each share of Phantom Stock (Deferred Comp DSUs/PSUs) entitled the reporting person to receive, on March 30, 2009, one share of VMC Common Stock or the cash value thereof. Prior to payment, the reporting person had the right to transfer the value of his Phantom Stock (Deferred Comp DSUs/PSUs) shares into an alternative investment account.

Reporting Owners

McAbee Ronald G
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

SVP, CMG-West
<table>
<thead>
<tr>
<th>Signatures</th>
<th>3/31/2009</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amy M. Tucker, Attorney-in-Fact</td>
<td></td>
</tr>
</tbody>
</table>

**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.