VULCAN MATERIALS CO
Reported by
HILL J THOMAS

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/02/14 for the Period Ending 12/30/13

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
Hill J Thomas
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

1. Name and Address of Reporting Person *
   Hill J Thomas
   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)
   12/30/2013

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   _____ Director
   _____ 10% Owner
   ___ Officer (give title below)
   _____ Other (specify below)
   Executive VP & COO

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 Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>7. Nature of Indirect Beneficial Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/30/2013</td>
<td>M 119.0000 A</td>
<td>$46.7600</td>
<td>6070.6650</td>
<td>D</td>
<td>Direct (D)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/30/2013</td>
<td>S 119.0000 D</td>
<td>$59.5000</td>
<td>5951.6650</td>
<td>D</td>
<td>Direct (D)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/31/2013</td>
<td>M 4881.0000 A</td>
<td>$46.7600</td>
<td>10832.6650</td>
<td>D</td>
<td>Direct (D)</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/31/2013</td>
<td>S 4881.0000 D</td>
<td>$59.5221</td>
<td>5951.6650</td>
<td>D</td>
<td>Direct (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>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$46.7600</td>
<td>12/30/2013</td>
<td>M 119.0000</td>
<td>1/1/2005 (1)</td>
<td>2/12/2014 Common Stock 119.0000 $46.7600 9881.0000 D</td>
<td>Common Stock</td>
<td>$46.7600</td>
<td>9881.0000</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$46.7600</td>
<td>12/31/2013</td>
<td>M 4881.0000</td>
<td>1/1/2005 (1)</td>
<td>2/12/2014 Common Stock 4881.0000 $46.7600 5000.0000 D</td>
<td>Common Stock</td>
<td>$46.7600</td>
<td>5000.0000</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) The option vests over five years in 20% increments each year on December 31 following the grant date.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hill J Thomas</td>
<td>Director/10% Owner/Officer/Other/Executive VP &amp; COO</td>
</tr>
</tbody>
</table>
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.