VULCAN MATERIALS CO
Reported by
KHAZ EJAZ A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/29/13 for the Period Ending 01/28/13

Address
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Telephone 2052983000
CIK 000139609
Symbol VMC
Fiscal Year 12/31
United States Securities and Exchange Commission
Washington, D.C. 20549

Statement of Changes in Beneficial Ownership of Securities

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:

KHAN EJAZ A
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):

1/28/2013

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

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

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

VP, Controller & CIO

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>Date</th>
<th>Trans. Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>1/28/2013</td>
<td>M</td>
<td>3324.0000</td>
<td>$0</td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/28/2013</td>
<td>F</td>
<td>1427.0000</td>
<td>$52.0500</td>
</tr>
</tbody>
</table>

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

<table>
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<tr>
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</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Comp DSUs/PSUs)</td>
<td>1/28/2013</td>
<td>M</td>
<td>3324.0217</td>
<td>Common Stock</td>
<td>3324.0217</td>
<td>6284.7882</td>
<td>D</td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Each share of phantom stock was the economic equivalent of one share of Vulcan common stock. The reporting person settled his shares of phantom stock for an equal number of shares of Vulcan common stock on January 28, 2013.

2. Shares sold by Company for tax withholding.

Reporting Owners:

KHAN EJAZ A
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

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.