VULCAN MATERIALS CO
Reported by
JAMES DONALD M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 12/22/09 for the Period Ending 12/21/09

Address     1200 URBAN CENTER DRIVE
             BIRMINGHAM, AL 35242
Telephone   2052983000
CIK         0001396009
Symbol      VMC
Fiscal Year 12/31
1. Name and Address of Reporting Person *

JAMES DONALD M

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)

12/21/2009

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

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

__ X __ Director

__ X __ Officer (give title below)

Chairman & CEO

10% Owner

Other (specify below)

50000

M

$42.344

230013

D

Common Stock

12/21/2009

A

50000

M

$42.344

200013

D

Common Stock

12/22/2009

A

10000

M

$42.344

190013

D

Common Stock

12/22/2009

D

S

$0 (1)

180013

D

Common Stock

1. Title of Security (Instr. 3)

2. Trans. Date

3. Trans. Code (Instr. 8)

4. Securities Acquired (A) or Disposed of (D)

(Instr. 3 and 4)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

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

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

1. Title of Derivate Security (Instr. 3)

2. Conversion or Exercise Price of Derivative Security

3. Trans. Date

4. Trans. Code (Instr. 8)

5. Number of Derivative Securities Acquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

6. Date Exercisable and Expiration Date

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

8. Price of Derivative Security (Instr. 5)

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)

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

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

Explaination of Responses:

(1) The reporting person sold 25,000 shares at $50.34 per share and another 25,000 shares at $51.00 per share on December 21, 2009.

(2) The option vests over five years in 20% increments each year on the anniversary of the grant date.

Reporting Owners

Reporting Owner Name / Address

Director

10% Owner

Officer

Other
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 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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