VULCAN MATERIALS CO
Reported by
SMITH ORIN R

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/17/09 for the Period Ending 02/12/09

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
**FORM 4**

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person *
   
   SMITH ORIN R
   
   (Last) (First) (Middle)
   
   1200 URBAN CENTER DRIVE
   
   (Street)
   
   BIRMINGHAM, AL 35242
   
   (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
   
   Vulcan Materials CO [ VMC ]

3. Date of Earliest Transaction (MM/DD/YYYY)
   
   2/12/2009

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

5. Individual or Joint/Group Filing (Check Applicable Line)
   
   _X_ Form filed by One Reporting Person
   
   ___ Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock</td>
<td>2/12/2009</td>
<td>A (2)</td>
<td>28.963</td>
<td>(3)</td>
<td>54640.898</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Phantom Stock</td>
<td>2/13/2009</td>
<td>A (2)</td>
<td>158.151</td>
<td>(3)</td>
<td>54799.049</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Exercisable and Expiration Date</th>
<th>Title of Derivative Security</th>
<th>Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock</td>
<td>Deferred Compensation (Phantom Stock)</td>
<td>$0 (1)</td>
<td>2/12/2009</td>
<td>A (2)</td>
<td>28.963</td>
<td>(3)</td>
<td>Common Stock</td>
<td>28.963</td>
<td>$51.791</td>
<td>54640.898</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Phantom Stock</td>
<td>Deferred Compensation (Phantom Stock)</td>
<td>$0 (1)</td>
<td>2/13/2009</td>
<td>A (2)</td>
<td>158.151</td>
<td>(3)</td>
<td>Common Stock</td>
<td>158.151</td>
<td>$51.375</td>
<td>54799.049</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

(1) Convertible on a 1-for-1 basis.

(2) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.

(3) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

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**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>SMITH ORIN R</td>
<td></td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>X</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>
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.

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