VULCAN MATERIALS CO
Reported by
NAPIER JAMES V

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 or Form 5 obligations may continue. See Instruction 1(b).

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.

### 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>Securities Acquired or Disposed of</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>$0</td>
<td>2/12/2009</td>
<td>A (2)</td>
<td>28.963 (3)</td>
</tr>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>$0</td>
<td>2/13/2009</td>
<td>A (2)</td>
<td>187.348 (3)</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>Deemed Execution Date, if any</th>
<th>Number of Derivative Securities Acquired or Disposed of</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security</th>
<th>Price of Derivative Security</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>$0</td>
<td>2/12/2009</td>
<td>A (2)</td>
<td>28.963 (3)</td>
<td>Common Stock 28.963</td>
<td>$51.791</td>
<td>9902.357</td>
</tr>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>$0</td>
<td>2/13/2009</td>
<td>A (2)</td>
<td>187.348 (3)</td>
<td>Common Stock 187.348</td>
<td>$51.375</td>
<td>10089.705</td>
</tr>
</tbody>
</table>

### 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.
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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