VULCAN MATERIALS CO
Reported by
KHAN EJAZ A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/14/11 for the Period Ending 02/10/11

Address
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
FORM 4

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

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)

2/10/2011

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>Trans. Date</th>
<th>Trans. Code</th>
<th>Acquired (A) or Disposed of (D)</th>
<th>Securities Acquired</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>2/10/2011</td>
<td>M</td>
<td>A</td>
<td>1450.0000</td>
<td>1450.0000</td>
</tr>
<tr>
<td>Phantom Stock (Deferred Comp DSUs/PSUs)</td>
<td>2/10/2011</td>
<td>M</td>
<td>A</td>
<td>555.0000</td>
<td>555.0000</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>Trans. Date</th>
<th>Trans. Code</th>
<th>Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title of Underlying Security</th>
<th>Amount of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>2/10/2011</td>
<td>M</td>
<td>A</td>
<td>12/31/2010 (1)</td>
<td>Common Stock</td>
<td>1450.0000 $44.0800 0.0000 D</td>
</tr>
<tr>
<td>Phantom Stock (Deferred Comp DSUs/PSUs)</td>
<td>2/10/2011</td>
<td>M</td>
<td>A</td>
<td>555.0000</td>
<td>555.0000</td>
<td>9888.1970 D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due on a payment date determined by the Compensation Committee. Performance Share Units vest at December 31 following a three-year award period. At the end of the award period, the Compensation Committee determines the payment amount based on Company performance.

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

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

(4) Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due.

Reporting Owners

KHAN EJAZ A
1200 URBAN CENTER DRIVE

Relationships

Director 10% Owner Officer Other

VP, Controller & CIO
Signatures

Amy M. Tucker, Attorney-in-Fact 2/14/2011

* 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. 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.