VULCAN MATERIALS CO
Reported by
KHAN EJAZ A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/03/10 for the Period Ending 03/01/10

Address
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
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

KHAN EJAZ A  
1200 URBAN CENTER DRIVE  
BIRMINGHAM, AL 35242

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>Executed Date</th>
<th>Price</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>3/1/2010</td>
<td>F</td>
<td>64</td>
<td></td>
<td>$43.055</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock (Restricted Stock Units)</td>
<td>3/1/2010</td>
<td>D</td>
<td>2249</td>
<td></td>
<td>$43.055</td>
<td>D</td>
<td></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</th>
<th>Date</th>
<th>Trans. Code</th>
<th>Amount</th>
<th>Executed Date</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Comp DSUs/PSUs)</td>
<td>$0 (2)</td>
<td>3/1/2010</td>
<td>A</td>
<td>2249</td>
<td></td>
<td>(2)</td>
<td>Common Stock</td>
<td>2249</td>
<td>$43.055</td>
<td>11910.19</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) Represents the portion of the shares of common stock received upon the vesting of the restricted stock units ('RSUs') that the reporting person has elected to surrender to the Company in payment of taxes associated with the vesting.
(2) Represents time-based restricted stock units ('RSUs') reported as shares of common stock. The reporting person has elected, upon the vesting thereof, to defer the receipt of these shares under the terms of the Company's Executive Deferred Compensation Plan.

Reporting Owners

KHAN EJAZ A 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242

**Form 4**

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

OMB APPROVAL

OMB Number: 3235-0287  Expires: February 28, 2011

Estimated average burden hours per response... 0.5
Signatures

Amy M. Tucker, Attorney-in-Fact  

Signature of Reporting Person  

Date  

3/3/2010

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.