VULCAN MATERIALS CO
Reported by
STYSLINGER LEE J III

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 12/16/13 for the Period Ending 12/16/13

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *

STYSLINGER LEE J III

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [ VMC ]

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

12/16/2013

4. If Amendment, Date Original Filed


5. Relationship of Reporting Person(s) to Issuer

X Director

10% Owner

Officer (give title below)

Other (specify below)

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>Code</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>12/16/2013</td>
<td>A</td>
<td>832.5870</td>
<td>$55,850.00</td>
<td>1457.8620</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.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>STYSLINGER LEE J III</td>
<td>Director 10% Owner Other</td>
</tr>
</tbody>
</table>

1200 URBAN CENTER DRIVE

BIRMINGHAM, AL 35242

Signatures

Amy M. Tucker, Attorney-in-Fact 12/16/2013
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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