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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person –

Grayson David J

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)

9/16/2015

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)

President, Southeast Division

6. Individual or Joint/Group Filing

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>Code</th>
<th>V</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>9/16/2015</td>
<td>M</td>
<td>3180.0000</td>
<td>A</td>
<td>$43.0500</td>
</tr>
<tr>
<td>Common Stock</td>
<td>9/16/2015</td>
<td>M</td>
<td>1370.0000</td>
<td>A</td>
<td>$43.6300</td>
</tr>
<tr>
<td>Common Stock</td>
<td>9/16/2015</td>
<td>F</td>
<td>855.0000</td>
<td>D</td>
<td>$100.0900</td>
</tr>
<tr>
<td>Common Stock (401k)</td>
<td>9/16/2015</td>
<td>F</td>
<td>1973.0000</td>
<td>D</td>
<td>$100.0900</td>
</tr>
</tbody>
</table>

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>Code</th>
<th>V</th>
<th>(A) or (D)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
<th>Price of Derivative Security</th>
<th>Trans. Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Appreciation Right</td>
<td>$43.0500</td>
<td>9/16/2015</td>
<td>M</td>
<td>3180.0000</td>
<td>2/11/2011</td>
<td>2/11/2020</td>
<td>Common Stock</td>
<td>3180.0000</td>
<td>$0.0000</td>
<td>0.0000</td>
<td>D</td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>$43.6300</td>
<td>9/16/2015</td>
<td>M</td>
<td>1370.0000</td>
<td>3/1/2012</td>
<td>3/1/2021</td>
<td>Common Stock</td>
<td>1370.0000</td>
<td>$0.0000</td>
<td>0.0000</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Grayson David J</td>
<td>Director, 10% Owner, Officer, President, Southeast Division</td>
</tr>
</tbody>
</table>

Signatures

Amy M. Tucker, Attorney-in-Fact 9/18/2015

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.