VULCAN MATERIALS CO
Reported by
SHEPHERD DANNY R

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 11/07/13 for the Period Ending 11/05/13

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 *
   SHEPHERD DANNY R
   1200 URBAN CENTER DRIVE
   BIRMINGHAM, AL 35242

2. Issuer Name and Ticker or Trading Symbol
   Vulcan Materials CO [ VMC ]

5. Relationship of Reporting Person(s) to Issuer
   ______ Director
   ______ 10% Owner
   X Officer (give title below)
   ______ Other (specify below)
   SVP, CMG-East

3. Date of Earliest Transaction
   11/5/2013

4. If Amendment, Date Original Filed

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>11/5/2013</td>
<td>M</td>
<td></td>
<td>10000.0000</td>
<td>46.7600</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/5/2013</td>
<td>F</td>
<td></td>
<td>636.0000</td>
<td>57.7800</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/5/2013</td>
<td>F</td>
<td></td>
<td>8092.0000</td>
<td>57.7800</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>217.0000</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 Derivate Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>Title</th>
<th>Exercisable Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>11/5/2013</td>
<td>M</td>
<td></td>
<td>10000.0000</td>
<td>Common Stock</td>
<td>1/1/2005</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) Shares withheld by Company for tax withholding.
(2) Mature VMC shares deemed tendered for option exercise price.
(3) The option vests over five years in 20% increments each year on December 31 following the grant date.

Reporting Owners

Reporting Owner Name / Address | Relationships
---|---
SHEPHERD DANNY R | Director
1200 URBAN CENTER DRIVE | 10% Owner, Officer
SVP, CMG-East | Other
Signature of Reporting Person
Amy M. Tucker, Attorney-in-Fact 11/7/2013

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.
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.