VULCAN MATERIALS CO
Reported by
WASON ROBERT A IV

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/10/09 for the Period Ending 02/10/09

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, 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 *

WASON ROBERT A IV

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)

2/10/2009

4. If Amendment, Date Original Filed (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer

___ Director
____ 10% Owner
____ Officer (give title below)
X Other (specify below)
Sr. VP, General Counsel

5.5. Relationship of Reporting Person(s) to Issuer

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>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/10/2009</td>
<td>M</td>
<td>3500</td>
<td>$45.167</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>2/10/2009</td>
<td>S</td>
<td>3500</td>
<td>$49.84</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>2/11/2009</td>
<td>M</td>
<td>3500</td>
<td>$45.167</td>
</tr>
</tbody>
</table>

By Custodian for Kathryn L. Wason

By Custodian for Laura E. Wason

By Custodian for Robert A. Wason V

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Code</th>
<th>Trans. Date</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>V</td>
<td>2/10/2009</td>
<td>3500</td>
<td>$45.167</td>
</tr>
</tbody>
</table>

By Spouse
Explanation of Responses:

(1) Average execution price. Shares were sold on February 10, 2009 at prices ranging from $49.24 to $50.24 per share. Full information regarding the number of shares sold at each separate price will be provided upon request.

(2) The option vests over five years in 20% increments each year on the anniversary of the grant date.

### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>WASON ROBERT A IV</td>
<td>Director</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>10% Owner</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>Officer</td>
</tr>
<tr>
<td></td>
<td>Sr. VP, General Counsel</td>
</tr>
</tbody>
</table>

### Signatures

**Signature of Reporting Person**  
**Date**

Amy M. Tucker, Attorney-in-Fact  
2/10/2009

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.