FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/06/15 for the Period Ending 01/05/15

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

1. Name and Address of Reporting Person *

Khan Ejaaz A

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)

1/5/2015

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

_____ Director

X _____ 10% Owner

__ _____ Officer (give title below)

____ Other (specify below)

VP, Controller & CIO

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>Deemed Execution Date, if any</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>1/5/2015</td>
<td>M</td>
<td>11000.0000 (A) $57.0950</td>
<td>26210.0000 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/5/2015</td>
<td>F</td>
<td>611.0000 (1) D $66.9800</td>
<td>25599.0000 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>1/5/2015</td>
<td>F</td>
<td>9376.0000 (2) D $66.9800</td>
<td>16223.0000 D</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 Derivate Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$57.0950</td>
<td>1/5/2015</td>
<td>M</td>
<td>11000.0000 (A) 12/31/2005 (3) 2/10/2015 Common Stock 11000.0000 $57.0950 0.0000 D</td>
<td>Common Stock 11000.0000 $57.0950 0.0000 D</td>
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</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

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Khan Ejaaz A</td>
<td>Director 10% Owner</td>
</tr>
<tr>
<td>1200 Urban Center Drive</td>
<td>Officer</td>
</tr>
<tr>
<td>Birmingham, AL 35242</td>
<td>VP, Controller &amp; CIO</td>
</tr>
</tbody>
</table>

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

Amy M. Tucker, Attorney-in-Fact  1/5/2015

* 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.

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