VULCAN MATERIALS CO
Reported by
KHAN EJAZ A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/04/11 for the Period Ending 03/31/11

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 *
KHAN EJAZ A

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

3. Date of Earliest Transaction (MM/DD/YYYY)
3/31/2011

5. Relationship of Reporting Person(s) to Issuer
X Officer (give title below)

4. If Amendment, Date Original Filed

6. Individual or Joint/Group Filing
Form filed by 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>3/31/2011</td>
<td>M</td>
<td>712.0000</td>
<td>0000</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>A</td>
<td>$0</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>6465.0000</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>D</td>
<td>11452.1970</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 (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Comp DSUs/PSUs)</td>
<td>(1)</td>
<td>3/31/2011</td>
<td>M</td>
<td>712.0000</td>
<td>(1)</td>
<td>(1)</td>
<td>Common Stock</td>
<td>712.0000</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(A)</td>
<td>(D)</td>
<td></td>
<td></td>
<td></td>
<td>11452.1970</td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) Each share of phantom stock was the economic equivalent of one share of Vulcan common stock. The reporting person settled his shares of phantom stock for an equal number of shares of Vulcan common stock on March 31, 2011.

(2) Shares sold by Company for tax withholding.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>KHAN EJAZ A 1200 URBAN CENTER DRIVE</td>
<td>Director 10% Owner  Officer  Other</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>VP, Controller &amp; CIO</td>
</tr>
</tbody>
</table>
Signatures

** 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.