VULCAN MATERIALS CO
Reported by
SANSONE DANIEL F

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 09/18/09 for the Period Ending 09/16/09

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Sansone Daniel F
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)
9/16/2009

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)
Sr. VP & CFO

6. Individual or Joint/Group Filing (Check Applicable Line)
_X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Common Stock
9/16/2009
M 14500 A $42.344
27219 D

Common Stock
9/16/2009
S 14500 D $0 (1)
12719 D

Common Stock
13000 (2) I By GRAT

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>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>9/16/2009</td>
<td>M</td>
<td>14500</td>
<td>$42.344</td>
</tr>
<tr>
<td>Common Stock</td>
<td>9/16/2009</td>
<td>S</td>
<td>14500</td>
<td>$0 (1)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>13000</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>Code</th>
<th>V</th>
<th>Amount or Number of Shares</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$42.344</td>
<td>9/16/2009</td>
<td>M</td>
<td>14500</td>
<td>2/10/2001 (3)</td>
<td>2/10/2010</td>
<td>Common Stock</td>
<td>14500</td>
<td>$42.344 0 D</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Shares were sold on September 16, 2009 at prices ranging from $57.40 to $57.49 per share. Full information regarding the number of shares sold at each separate price will be provided upon request.

(2) Held by the Daniel F. Sansone 2008 Grantor Retained Annuity Trust of which Mr. Sansone is the beneficiary.

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

Reporting Owners

Reporting Owner Name / Address: Sansone Daniel F
Relationships: Director 10% Owner Officer Other

Sr. VP & CFO
Signatures

Amy M. Tucker, Attorney-in-Fact  
9/18/2009  
** 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.