VULCAN MATERIALS CO
Reported by
BADGETT GUY M III

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 02/17/09 for the Period Ending 02/12/09

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, 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 *
   BADGETT GUY M III
   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)
   2/12/2009

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, Construction Materials

6. Individual or Joint/Group Filing (Check Applicable Line)
   _ 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>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>2/12/2009</td>
<td>A</td>
<td>V</td>
<td>(A)</td>
<td>5760</td>
<td>Direct (D)</td>
<td>No Indirect Beneficial Ownership</td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>2/12/2009</td>
<td>A</td>
<td>44850</td>
<td>2/12/2010 12/31/2011</td>
<td>Common Stock</td>
<td>5760</td>
<td>No Indirect Beneficial Ownership</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivate Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>$0 (1)</td>
<td>2/12/2009</td>
<td></td>
<td>A</td>
<td>5760</td>
<td>12/31/2011 (1)</td>
<td>Common Stock</td>
<td>5760</td>
<td>0</td>
<td>Direct (D)</td>
<td>No Indirect Beneficial Ownership</td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>$47.47</td>
<td>2/12/2009</td>
<td></td>
<td>A</td>
<td>44850</td>
<td>2/12/2010 (1) 2/12/2019</td>
<td>Common Stock</td>
<td>44850</td>
<td>$0</td>
<td>Direct (D)</td>
<td>No Indirect Beneficial Ownership</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Performance Share Units vest at December 31 following a three-year award period. At the end of the award period, the Compensation Committee determines the payment amount based on Company performance. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>BADGETT GUY M III</td>
<td>Director 10% Owner Officer Sr. VP, Construction Materials</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td></td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>

Signatures
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.