VULCAN MATERIALS CO
Reported by
WASON ROBERT A IV

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 08/11/09 for the Period Ending 08/07/09

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)
   8/7/2009

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)
          Sr. VP, General Counsel
   _____ Other (specify below)

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

7. Nature of Indirect Beneficial Ownership (Instr. 4)

8. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)

9. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)

10. Nature of Indirect Beneficial Ownership (Instr. 4)

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>8/7/2009</td>
<td>M</td>
<td>10000</td>
<td>$42.344</td>
</tr>
<tr>
<td>Common Stock</td>
<td>8/7/2009</td>
<td>S</td>
<td>10000</td>
<td>$0 (1)</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>900</td>
<td>I</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>900</td>
<td>I</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>3339</td>
<td>I</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</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>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>8/7/2009</td>
<td>M</td>
<td>10000</td>
<td>2/10/2001 (2)</td>
<td>Common Stock</td>
<td>10000</td>
</tr>
</tbody>
</table>

(1) Includes 1,000 shares held in the name of an irrevocable trust established for the benefit of the Reporting Person's children, all of which are owned by the Reporting Person as custodian. The Reporting Person disclaims beneficial ownership of the shares held in the trust.

(2) The Reporting Person has the right to receive a number of shares of the underlying common stock equal to 1,000 shares of the common stock underlying the stock options on the exercise date.
Explanation of Responses:
(1) Shares were sold on August 7, 2009 at prices ranging from $50.84 to $50.97 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, Sr. VP, General Counsel</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>10% Owner, Officer</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>Other</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.