VULCAN MATERIALS CO
Reported by
JAMES DONALD M

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 09/10/08 for the Period Ending 09/09/08

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 *

JAMES DONALD M

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)

9/9/2008

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

5. Relationship of Reporting Person(s) to Issuer

Chairman & CEO

6. Individual or Joint/Group Filing

Form filed by One Reporting Person

1. Title of Security (Instr. 3)

2. Trans. Date

3. Trans. Code (Instr. 8)

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

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

Common Stock 9/9/2008 M 20000 A $45.17 177156 D

Common Stock 9/9/2008 F 11581 (1) D $78.00 165575 D

Common Stock 9/9/2008 F 3489 (2) D $78.00 162086 D

Common Stock (401k) 24758 (3) D

Common Stock (Restricted Stock Units) 95048 (3) D

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

1. Title of Derivative Security (Instr. 3)

2. Conversion or Exercise Price of Derivative Security

3. Trans. Date

4. Trans. Code (Instr. 8)

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

6. Date Exercisable and Expiration Date

7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)

8. Price of Derivative Security (Instr. 5)

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

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

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

Stock Options (Right to Buy) $45.17 9/9/2008 M 20000 2/11/2000 (4) 2/11/2009 Common Stock 20000 $78.00 175000 D

Performance Share Units $0.00 (5)

Performance Share Units $0.00 (5)

Phantom Stock (Deferred Comp DSUs/PSUs) (6) $0.00 (7)

Phantom Stock (Deferred) $0.00 (8)
### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Code</th>
<th>V</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title of Derivate Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code (Instr. 3)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and 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. 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></td>
<td></td>
<td></td>
<td></td>
<td>Stock Appreciation Right</td>
<td>$109.20</td>
<td>$70.69</td>
<td></td>
<td>2/7/2009 2/7/2018</td>
<td>Common Stock 75000</td>
<td>75000 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Stock Options (Right to Buy)</td>
<td>$42.34</td>
<td>$44.90</td>
<td></td>
<td>2/10/2001 2/10/2010</td>
<td>Common Stock 220000</td>
<td>220000 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Stock Options (Right to Buy)</td>
<td>$45.95</td>
<td>$44.90</td>
<td></td>
<td>2/9/2002 2/9/2011</td>
<td>Common Stock 200000</td>
<td>200000 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Stock Options (Right to Buy)</td>
<td>$45.95</td>
<td>$44.90</td>
<td></td>
<td>2/7/2003 2/7/2012</td>
<td>Common Stock 200000</td>
<td>200000 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Stock Options (Right to Buy)</td>
<td>$31.47</td>
<td>$46.76</td>
<td></td>
<td>1/1/2004 1/1/2014</td>
<td>Common Stock 145000</td>
<td>145000 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Stock Options (Right to Buy)</td>
<td>$46.76</td>
<td>$57.10</td>
<td></td>
<td>1/1/2005 1/1/2014</td>
<td>Common Stock 130000</td>
<td>130000 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Stock Options (Right to Buy)</td>
<td>$57.10</td>
<td>$68.63</td>
<td></td>
<td>12/31/2005 12/31/2015</td>
<td>Common Stock 146000</td>
<td>146000 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Stock Options (Right to Buy)</td>
<td>$68.63</td>
<td>$69.31</td>
<td></td>
<td>12/8/2005 12/8/2016</td>
<td>Common Stock 118000</td>
<td>118000 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Stock Options (Right to Buy)</td>
<td>$69.31</td>
<td>$68.63</td>
<td></td>
<td>1/24/2006 1/24/2016</td>
<td>Common Stock 169800</td>
<td>169800 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Mature VMC shares deemed tendered for option exercise price.
2. Shares withheld by Company for tax withholding.
3. Shares now being reported separately from Common Stock. Shares of various types were previously grouped together under the security titled Common Stock.
4. The option vests over five years in 20% increments each year on the anniversary of the grant date.
5. 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.
6. Represents time-based restricted stock units (‘RSUs’) reported as shares of common stock. The reporting person has elected, upon the vesting thereof, to defer the receipt of these shares under the terms of the Company’s Executive Deferred Compensation Plan.
7. The units are to be settled in Vulcan common stock the year following the year of retirement of the reporting person.
8. Convertible on a 1-for-1 basis.
9. The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.
10. The option vests over five years in 20% increments each year on December 31 following the grant date.
11. The option is fully vested as of the grant date, however, the sale of underlying shares is restricted until January 1, 2009.
12. The option is fully vested as of the grant date, however, the sale of underlying shares is restricted until January 24, 2009.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>JAMES DONALD M</td>
<td>Director</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>10% Owner</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td>Officer</td>
</tr>
<tr>
<td></td>
<td>Chairman &amp; CEO</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.