VULCAN MATERIALS CO
Reported by
FRANKLIN H ALLEN

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
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 *
   FRANKLIN H ALLEN
   (Last) (First) (Middle)
   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)
   _X__ Director
   ____ 10% Owner
   ____ Officer (give title below)
   _____ Other (specify below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Report Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>2/12/2009</td>
<td></td>
<td>A (2)</td>
<td>57.925</td>
<td>11888.278</td>
</tr>
<tr>
<td>Phantom Stock (Deferred Compensation)</td>
<td>2/13/2009</td>
<td></td>
<td>A (2)</td>
<td>316.302</td>
<td>12204.58</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 (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</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 and Expiration Date</th>
<th>Title of Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Amount or Number of Shares</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Derivative Securities Beneficially Owned Following Report 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>Phantom Stock (Deferred Compensation)</td>
<td>$0 (1)</td>
<td>2/12/2009</td>
<td>A (2)</td>
<td>57.925</td>
<td>Common Stock</td>
<td>57.925</td>
<td>$51.791</td>
<td>11888.278</td>
<td>D</td>
<td>Phantom Stock (Deferred Compensation)</td>
<td>$0 (1)</td>
<td>2/13/2009</td>
</tr>
</tbody>
</table>

Explanation of Responses:

( 1) Convertible on a 1-for-1 basis.
( 2) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.
( 3) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

Reporting Owners

FRANKLIN H ALLEN
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Director 10% Owner Officer Other
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.