VULCAN MATERIALS CO
Reported by
MCAEBEE RONALD G

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/20/09 for the Period Ending 04/20/09

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 *
   McAbee Ronald G
   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)
   4/20/2009

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   ____ Director
   _X_ Officer (give title below)
   ___ Other (specify below)
   SVP, CMG-West

6. Individual or Joint/Group Filing (Check Applicable Line)
   _X_ 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>Description</th>
<th>Date</th>
<th>Trans.</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>4/20/2009</td>
<td>M</td>
<td>10</td>
<td>A</td>
<td>$0 (1)</td>
<td>5836</td>
<td>D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Description</th>
<th>Date</th>
<th>Trans.</th>
<th>Code</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Phantom Stock (Deferred Comp DSUs/PSUs)</td>
<td>4/20/2009</td>
<td>M</td>
<td>10</td>
<td>5475.2</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) On the above-mentioned transaction date, the reporting person received 10 shares of VMC Common Stock in settlement of an equal number of shares of Phantom Stock (Deferred Comp DSUs/PSUs) held pursuant to VMC's Executive Deferred Compensation Plan.

(2) Each share of Phantom Stock (Deferred Comp DSUs/PSUs) entitled the reporting person to receive, on the above-mentioned transaction date, one share of VMC Common Stock or the cash value thereof. Prior to payment, the reporting person had the right to transfer the value of his Phantom Stock (Deferred Comp DSUs/PSUs) shares into an alternative investment account.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>McAbee Ronald G 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242</td>
<td>Director</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.