VULCAN MATERIALS CO
Reported by
KHAN EJAZ A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/08/15 for the Period Ending 05/07/15

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
KHAN EJAZ A
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)
5/7/2015

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
_____ Director
_____ 10% Owner
__ X __ Officer (give title below)
_____ Other (specify below)
VP, Controller & CIO

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>Title of Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Code</th>
<th>Amount of Securities Acquired or Disposed of (A)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>5/7/2015</td>
<td>M</td>
<td></td>
<td>V</td>
<td>10000.0000 A</td>
<td>$68.630</td>
</tr>
<tr>
<td>Common Stock</td>
<td>5/7/2015</td>
<td>P</td>
<td></td>
<td></td>
<td>10000.0000 D</td>
<td>$0(1)</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date, if any</th>
<th>Code</th>
<th>Amount of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 5)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Number of derivative Securities Beneficially Owned (Instr. 2 and 3)</th>
<th>Ownership Form of Derivative Security (Instr. 6)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 7)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$68.630</td>
<td>5/7/2015</td>
<td>M</td>
<td></td>
<td>V</td>
<td>10000.0000</td>
<td></td>
<td>12/8/2005 Common Stock 10000.0000 $68.630 0.0000 D</td>
<td>12/8/2015 Common Stock 10000.0000 $68.630 0.0000 D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
(1) Shares were sold on May 7, 2015, at prices ranging from $88.60 to $88.685 per share.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>KHAN EJAZ A</td>
<td>Director 10% Owner Officer Other</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>VP, Controller &amp; CIO</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>

Signatures


** Signature of Reporting Person
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.